

MORRISON COHEN LLP

909 Third Avenue
New York, New York 10022
(212) 735-8600
Joseph T. Moldovan, Esq.
Robert K. Dakis, Esq.

*Attorneys for the Independent Directors
of the Residential Capital, LLC*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	:	
	:	Chapter 11
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> ,	:	
	:	Case No. 12-12020 (MG)
	:	
Debtors.	:	(Jointly Administered)

**SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE GUIDELINES FOR
REVIEWING APPLICATIONS FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES FILED UNDER 11 U.S.C. §330**

SECOND INTERIM FEE APPLICATION

Name of Applicant:	Morrison Cohen LLP
Time Period:	September 1, 2012 through December 31, 2012
Role in the Case:	Attorneys for the Independent Directors of the Residential Capital, LLC
Fees Incurred for Counsel:	\$751,416.50
Expenses Incurred:	\$12,391.71 ¹
Blended Hourly Rate for Fees	\$605.00
Incurred during Compensation Period	

¹ This amount reflects a \$2,682.06 voluntary reduction.

PRIOR QUARTERLY FEE APPLICATIONS

Date Filed	Period Covered	Requested Fees	Requested Expenses	Allowed Fees	Allowed Expenses
10/19/2012 [ECF#1904] First Interim Fee Application	5/14/12- 8/31/12	\$325,625.50	\$4,248.73	\$319,039.50 ²	\$3,099.23 ³

² This amount reflects voluntary reductions agreed to at the request of the US Trustee.

³ This amount reflects voluntary reductions agreed to at the request of the US Trustee.

Schedule 1

COMPENSATION BY PROFESSIONAL

NAME	YEAR OF ADMISSION	RATE	HOURS	AMOUNT
<u>PARTNERS</u>				
Joseph T. Moldovan	1983	\$685.00	477.80	\$327,293.00
Michael Connolly	1986	\$570.00	146.80	\$83,676.00
David Piedra	1992	\$575.00	352.10	\$202,457.50
Jack Levy	1977	\$605.00	11.70	\$7,078.50
David Lerner	1981	\$585.00	2.50	\$1,462.50
Eitan Tabak	1994	\$485.00	0.80	\$388.00
<u>SENIOR COUNSEL</u>				
Robert K. Dakis	2005	\$525.00	168.40	\$88,410.00
<u>ASSOCIATES</u>				
Neil Siegel	1979	\$450.00	32.70	\$14,715.00
Rebecca Saenger	2004	\$380.00	19.00	\$7,220.00
<u>PARAPROFESSIONALS/OTHERS</u>				
Mariola Wiatrak	N/A	\$215.00	62.70	\$12,771.00
Jason Reid	N /A	\$360.00	14.50	\$5,220.00
Lucy Mahecha	N/A	\$250.00	2.90	\$725.00
TOTAL			1,291.90	751,416.50

Schedule 2

**HOURS AND FEES FOR THE SECOND INTERIM COMPENSATION PERIOD AS
RENDERED BY CATEGORY**

<u>Category</u>	<u>Hours</u>	<u>Fees</u>
Case Administration	39.20	\$8,544.00
Fee/Employment Applications	39.90	\$15,497.00
Fee/Employment Objections	17.10	\$8,185.00
Board of Directors Matters	1,195.70	\$719,190.50
Total	1,291.90	\$751,416.50

Schedule 3

NUMBER OF HOURS SPENT ON THE PROJECT

NAME	CASE ADMINISTRATION	FEE/EMPLOYMENT APPLICATION	FEE/EMPLOYMENT OBJECTIONS	BOARD OF DIRECTORS MATTERS	TOTAL
<u>PARTNERS</u>					
Joseph T. Moldovan		0.40		477.40	477.80
Michael Connolly				146.80	146.80
David Piedra				352.10	352.10
Jack Levy				11.70	11.70
David Lerner				2.50	2.50
Eitan Tabak				0.80	0.80
<u>SENIOR COUNSEL</u>					
Robert K. Dakis		24.00	8.10	136.30	168.40
<u>ASSOCIATES</u>					
Neil Siegel			8.50	24.20	32.70
Rebecca Saenger				19.00	19.00
<u>PARAPROFESSIONALS/ OTHERS</u>					
Mariola Wiatrak	38.40	15.50	0.50	8.30	62.70
Jason Reid	0.80			13.70	14.50
Lucy Mahecha				2.90	2.90
TOTAL					1,291.90

Schedule 4

SUMMARY OF EXPENSES

<u>Description</u>	<u>Total</u>
Telephone/Facsimile	\$1,135.70
Photocopying	\$162.26
Printing	\$2.59
Postage	\$171.54
Court Services (Pacer)	1,566.80
Overtime	\$168.13
Overtime Meals	\$392.87
CourtCall	\$553.00
Messenger	\$619.50
Professional Fees	\$5,468.72
Database search	\$2,150.60
TOTAL	\$12,391.71⁴

⁴ Amount reflects \$2,682.06 of voluntary reduction.

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*Counsel for the Independent Directors of
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	:	
	:	Chapter 11
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> ,	:	
	:	Case No. 12-12020 (MG)
	:	
Debtors.	:	Jointly Administered

**SECOND INTERIM APPLICATION OF MORRISON COHEN LLP FOR
ALLOWANCE OF INTERIM COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND EXPENSES INCURRED DURING THE PERIOD
SEPTEMBER 1, 2012 THROUGH DECEMBER 31, 2012**

Morrison Cohen LLP (“MoCo”), Counsel to the Independent Directors of Residential Capital, LLC (the “Independent Directors”), by this application (the “Application”), respectfully moves this Court, pursuant to sections 330 and 331 of title 11 of the United States Code, §§ 101-1532 (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered July 17, 2012 (the “Compensation Order”), for allowance of interim compensation for professional services rendered in the amount of \$751,416.50 and reimbursement of actual, reasonable and necessary out-of-pocket expenses incurred in the amount of \$12,391.71, during the period beginning September 1, 2012 through and including December 31, 2012 (the “Fee Period”), and, in support thereof, respectfully represents as follows:

JURISDICTION

1. This Court has jurisdiction to hear and determine the Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code. Pursuant to the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on January 29, 2013 (the “Amended Guidelines”), a certification regarding compliance with the Amended Guidelines is attached hereto as Exhibit A.

GENERAL BACKGROUND

2. On May 14, 2012 (the “Petition Date”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee has been appointed in these Chapter 11 cases.

3. On May 16, 2012, the United States Trustee for the Southern District of New York appointed a nine member official committee of unsecured creditors (the “Creditors’ Committee”).

4. On June 20, 2012, the Court directed that an examiner be appointed [Docket No. 454], and on July 3, 2012, the Court approved Arthur J. Gonzalez as the examiner (the “Examiner”) to investigate, inter alia, various transfers and transactions involving the Debtors and their affiliates as well as the events immediately preceding the commencement of the Chapter 11 Cases [Docket No. 674].

5. No plan or disclosure statement has been filed in those cases. The Debtors’ exclusive period to file a plan terminates on April 30, 2013, unless further extended by Order of the Court.

RETENTION OF MOCO

6. On September 5, 2012, the Debtors filed their Motion for the Entry of an Order Under Sections 105 and 363 of the Bankruptcy Code Authorizing the Reimbursement of Expenses Including Counsel Fees Incurred by the Independent Directors (the “Retention Motion”).

7. On September 27, 2012, this Court entered the Order Under Sections 105 and 363 of the Bankruptcy Code Authorizing the Reimbursement of Expenses Including Counsel Fees Incurred by the Independent Directors (the “Retention Order”). A true and correct copy of the Retention Order is attached hereto as Exhibit B. Pursuant to the Retention Order, the Debtors are authorized to reimburse reasonable expenses, including reasonable charges for professional services rendered and disbursements incurred by Morrison Cohen as counsel to the Independent Directors.

8. As set forth in the Retention Application, the Independent Directors retained MoCo in connection with corporate governance, investigation and litigation matters. In addition, MoCo represents the Independent Directors in considering a number of corporate, finance, transactional and financial services matters relating to the Debtors. MoCo also advised and continues to advise the Independent Directors with respect to a number of transactions that are and/or may be the subject of the investigation by the Examiner. Morrison Cohen further advised, and continues to advise, the Independent Directors on discrete issues arising in these Chapter 11 cases, including issues relating to Ally Financial, the sale of the Debtors’ assets, litigation concerning the RMBS Trust Settlement Agreements, and discovery relating thereof.

9. To that end, MoCo has served as counsel to the Independent Directors and has rendered legal services for the benefit of the Independent Directors during the Fee Period.

MONTHLY FEE STATEMENTS AND QUARTERLY APPLICATIONS

10. On October 19, 2012, MoCo filed its First Interim Fee Application for Compensation of Services Rendered and Reimbursement of Expenses (the “First Interim Fee Application”) as counsel for the Independent Directors for the period of May 14, 2012 through August 31, 2012. Pursuant to the First Interim Fee Application, MoCo sought fees in the amount of \$325,625.50 and reimbursement in the amount \$4,248.73. By this court’s order dated December 28, 2012, MoCo was awarded fees in the amount of \$319,039.50 and reimbursement in the amount \$3,099.23⁵.

11. For the period from September 1, 2012 through and including September 30, 2012, MoCo submitted a monthly fee statement (the “Monthly Fee Statement”). Through the Monthly Fee Statement, MoCo has requested interim fee compensation in the amount of \$53,389.20 (representing 80% of the fees billed by MoCo from September 1, 2012 through September 30, 2012) and expenses incurred in the total amount of \$1,784.34 (100% of the expenses billed by MoCo from September 1, 2012 through September 30, 2012).

12. For the period from October 1, 2012 through and including October 31, 2012, MoCo submitted a monthly fee statement (the “Monthly Fee Statement”). Through the Monthly Fee Statement, MoCo has requested interim fee compensation in the amount of \$156,350.80 (representing 80% of the fees billed by MoCo from October 1, 2012 through October 31, 2012) and expenses incurred in the total amount of \$4,018.92 (100% of the expenses billed by MoCo from October 1, 2012 through October 31, 2012).

13. For the period from November 1, 2012 through and including November 30, 2012, MoCo submitted a monthly fee statement (the “Monthly Fee Statement”). Through the Monthly Fee

⁵ These sums represented voluntary reductions made at the request of the US Trustee.

Statement, MoCo has requested interim fee compensation in the amount of \$187,396.40 (representing 80% of the fees billed by MoCo from November 1, 2012 through November 30, 2012) and expenses incurred in the total amount of \$1,277.84 (100% of the expenses billed by MoCo from November 1, 2012 through November 30, 2012).

14. For the period from December 1, 2012 through and including December 31, 2012, MoCo submitted a monthly fee statement (the “Monthly Fee Statement”). Through the Monthly Fee Statement, MoCo has requested interim fee compensation in the amount of \$203,996.80 (representing 80% of the fees billed by MoCo from December 1, 2012 through December 31, 2012) and expenses incurred in the total amount of \$7,992.67 (100% of the expenses billed by MoCo from December 1, 2012 through December 31, 2012).

15. This Application is MoCo’s second quarterly fee application and seeks payment of interim compensation and reimbursement of expenses for services rendered to the Independent Directors in amounts that have been invoiced to the Debtors for the period from September 1, 2012 through December 31, 2012.

16. Pursuant to the Compensation Order, if no timely objections are filed to MoCo’s monthly fee statements, MoCo is paid 80% of its fees and 100% of its expenses.

17. This Application requests that the Court (a) approve interim fees in the total amount of \$751,416.50 (including the 20% of such fees “held back”), and reasonable out-of-pocket expenses in the amount of \$12,391.71⁶ incurred by MoCo for services rendered in the Chapter 11 Cases during the Fee Period and (b) award and order to be paid⁷ to MoCo the balance of any such fees,

⁶ This amount reflects voluntary reductions made by MoCo of \$2,682.06.

⁷ Pursuant to its Retention Motion, MoCo holds a retainer received pre-petition. MoCo has been crediting approved fees against the retainer. Once the retainer has been exhausted, MoCo will be paid by the estate.

costs and expenses that remain unpaid, after deducting interim payments already received by MoCo pursuant to the Compensation Order.⁸

18. The fees and expenses requested are reasonable, and all amounts requested were for actual and necessary services rendered on behalf of the Independent Directors.

19. MoCo has not entered into any agreement, express or implied, with any other party for the purpose of fixing or sharing fees or other compensation to be paid for professional services rendered in these cases. No promises have been received by MoCo or any member thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. The Independent Directors were provided with a copy of the Application in advance of its filing and approve of the amounts requested herein.

SUMMARY OF PROFESSIONAL SERVICES RENDERED

20. Pursuant to the guidelines promulgated by the United States Trustee, MoCo classified all services performed for which compensation is sought into separate categories. MoCo attempted to place the services performed in the category that best relates to the services provided. However, because certain services may relate to one or more categories, services pertaining to one category may be included in another category. Schedule 1, attached hereto, lists each timekeeper, his or her respective billing rate, professional information, and the total number of hours expended on this case. Schedule 2, attached hereto, summarizes the professional and paraprofessional time expended by project category. Timekeeping entries and MoCo invoices provide detailed descriptions of all services rendered by each of these categories. Exhibit C, attached hereto, contains time entry

⁸ Pursuant to the Compensation Order, MoCo requested and was paid \$601,133.20 on account of accrued fees and \$15,073.77 on account of accrued expenses. MoCo will credit the amount owing for unpaid fees by \$2,682.06 to reflect the voluntary reductions taken after the monthly fee period. As such, the balance owing to MoCo on account of fees in the Fee Period shall be \$147,601.24 (which is calculated as \$150,283.30 minus the \$2,682.06 credit).

records broken down in tenths of an hour by project category, based on the U.S. Trustee Guidelines, setting forth a detailed description of services performed by each attorney and paraprofessional on behalf of the Independent Directors.

21. The following summary is intended only to highlight key services rendered by MoCo in certain project billing categories where MoCo has expended a considerable number of hours on behalf of the Independent Directors, and is not meant to be a detailed description of all of the work performed.

A. Case Management/Calendar Maintenance (Hours: 39.20, Fees:\$8,544.00)

22. MoCo serves as counsel to the Independent Directors in respect of numerous matters, including various estate transactions and litigations, and the examination presently ongoing. Accordingly, during this Fee Period, a MoCo paralegal spent time reviewing pleadings filed each day in the ResCap cases and various adversary proceedings. In order to create cost savings to the estate, MoCo has arranged for a specially-trained paralegal (who bills at a rate lower than a first year associate) to conduct a review and assessment of newly filed pleadings (including, without limitation, whether the pleadings raise issues of concern to the Independent Directors, or were filed in connection with the examination in which the Independent Directors are witnesses), so that attorneys can be directed only to those pleadings most relevant to the interests of the Independent Directors. These statements are part of MoCo's representation of the Independent Directors, and are integral to their discharge of their duties.

B. Fee/Employment Applications (Hours: 39.90, Fees: \$15,497.00)

23. Pursuant to the Bankruptcy Code, Local Rules, and the Compensation Order, MoCo prepared and served four monthly fee statements (the "Fee Statements") for approval and allowance of compensation for actual, reasonable and necessary professional services rendered, and

reimbursement of expenses for actual reasonable and necessary expenses incurred during those fee periods. Each Fee Statement contained extensive records of the work performed by MoCo.

24. MoCo attorneys also prepared the First Interim Fee Application during this Fee Period. Preparing the First Interim Fee Application involved consolidating MoCo's fees and expenses for four monthly fee statements and preparing a detailed narrative in the pleading describing these efforts. Extensive time was also spent organizing the time entries and preparing the charts and the summary descriptions of the work done throughout the First Interim Fee Application.

C. Fee/Employment Objections (Hours: 17.10, Fees:\$8,185.00)

25. During this Fee Period, MoCo attorneys spend time reviewing and addressing objections to the First Interim Fee Application raised by the United States Trustee. While MoCo believes that it creates significant value to these estate (which is only accentuated by MoCo's below-market rates), the United States Trustee raised certain issues with MoCo's bills. As a result of this work, MoCo agreed to voluntarily reduce its bills, creating additional value to these estates.

D. Board of Directors Issues (Hours 1,195.90, Fees: \$719,190.50)

26. Time billed to this category generally relates to issues that MoCo, as counsel to the Independent Directors, are handling at the direction of the Independent Directors. Generally, time billed in this category falls into three categories:

27. Board of Directors Meetings and Inquiries. As counsel for the Independent Directors, MoCo attorneys are tasked with participating in meetings of the full board of directors as well as subcommittee meetings of the Independent Directors and the subcommittees upon which they sit. Additionally, the Independent Directors often make inquiries as to the status of the cases and the procedural and substantive issues raised therein. Given the size and complexity of these cases, this task requires a significant expenditure of resources. In order to diligently perform this task, MoCo attorneys review and consider many of the numerous pleadings filed in these cases, and also consider

general corporate and restructuring developments. In performing this review, MoCo attorneys review each relevant pleading as well as hearing transcripts in order to remain abreast of the procedural and substantive issues pending in these proceedings. MoCo attorneys also listen to or attend each hearing in order to provide real time updates to the Independent Directors of any key developments in these cases.

28. Examiner Issues. On June 20, 2012, the Court directed that an examiner be appointed, and on July 3, 2012, the Court appointed the Examiner. The Examiner's Counsel requested interviews of each of the four current Independent Directors, as well as one former independent director also represented by MoCo. During the Fee Period, MoCo attorneys spent considerable time preparing the five Independent Directors for their interviews with the Examiner. This preparation included:

- Review of voluminous documents (including prior fairness opinions, emails, board presentations, handwritten notes, board minutes, transactional documents, etc.) relevant to each Independent Director's examination;
- Meetings with each Independent Director prior to his or her interview with the Examiner and his professionals;
- Appearing with and representing the Independent Director at one or more lengthy interviews by the Examiner's Counsel;
- Corresponding and communicating with counsel for the Examiner and the Debtors with respect to the interviews;
- Responding to party submissions to the Examiner, particularly insofar as parties alleged possible wrongdoing by the Independent Directors in approving certain transactions.

29. MoCo also worked to produce certain documents from the Independent Directors directly to the Examiner, and to respond to substantive inquiries made by the Examiner's counsel

and other professionals. These responses often required discussions with MoCo attorneys that worked on the transactions to which the Examiner's questions relate. These attorneys may not be tasked with day to day matters in the bankruptcy cases, but given their experience and history with the underlying transactions, it was more efficient to involve these attorneys than to attempt to reconstruct the issues. In many cases, these inquiries required review of contemporaneous documentation and consultation with Debtors' employees and/or counsel.

30. Additionally, MoCo has spent time liaising with the Debtors' main bankruptcy counsel to understand the procedural and substantive issues involved in the Examiner's investigation. MoCo will continue to work with the Debtors' counsel in responding to the Examiner's inquiries.

31. Committee Communications. In addition to the discovery attendant to the Examiner's investigation, MoCo also worked with counsel for the Debtors in addressing inquiries and document requests made by the Creditors' Committee to the Independent Directors. In connection with responding to these inquiries, MoCo attorneys spent time reviewing documents regarding certain pre-petition transactions. MoCo also reviewed documents relating to the proposed settlement between the Debtors and Ally Financial Services. During the Fee Period, MoCo attorneys also attended meetings with the Creditors' Committee, including a lengthy meeting concerning alleged claims against Ally. MoCo attorneys evaluated assessed and discussed the presentation with the Independent Directors and also attended a lengthy meeting with counsel for Ally Financial, Inc. concerning a response to the Committee Presentation.

32. RMBS Litigation: Additionally, during this Fee Period, MoCo represented the Independent Directors in connection with discovery issues relating to Debtors' Motion pursuant to Fed. R. Bankr. P. 9019 For Approval of the RMBS Trust Settlement Agreements [Docket # 320]. Counsel for Wilmington Trust (indenture trustee for the Senior Unsecured Notes), served subpoenas

for the production of documents, and attendance at depositions, against two Independent Directors. During this Fee Period, MoCo attorneys (i) made inquiry of these Independent Directors regarding responsive documents they may have in their possession, (ii) assisted Debtors' lead counsel in preparing both Independent Director for their depositions, (although one was cancelled at the very last minute), (iii) responded to document requests, and (iv) produced documents and an extensive privilege log. This representation included reviewing thousands of documents to determine if they were responsive to the requests made by Wilmington. It also required coordination with Debtors' counsel to determine whether any documents produced were duplicative of documents produced by the Debtors in response to similar subpoenas, and whether documents were appropriately the subject of privilege. In addition, MoCo attorneys reviewed the voluminous submissions of the objections to the RMBS 9019 motion, particularly insofar as the submission contended that the Independent Directors had purportedly acted improperly in approving the RMBS settlement, and assisted Debtor's primary bankruptcy counsel in drafting responsive pleadings.

33. Auction of Debtors' Assets. During this Fee Period, MoCo attorneys attended and advised the Independent Directors in connection with the Debtors' sale of assets pursuant to [order]. As the auction and bidding process required the full board to be present at all times to evaluate and approve the terms of any proposed bids, MoCo attorneys were present to advise in this connection.

ALLOWANCE OF COMPENSATION

34. The factors to be considered in awarding attorneys fees as enumerated in *In re First Colonial Corp. of America*, 544 F.2d 1291, 1298-99 (5th Cir. 1977), have been adopted by most courts, including the Bankruptcy Court for the Southern District of New York. See, e.g., *In re Drexel Burnham Lambert Group, Inc.*, 133 B.R. 13, 22 n.5 (Bankr. S.D.N.Y. 1991). Indeed, a majority of the *First Colonial* factors are now codified in section 330(a)(3). See, e.g., 3 L. King, et al., *Collier on Bankruptcy* at ¶ 330.04[3][c] (15th ed. rev 2008).

35. Section 330(a)(1)(A) of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person, “reasonable compensation for actual, necessary services rendered.” Section 330(a)(3)(A), in turn, provides that:

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3)(A).

36. The congressional policy expressed above provides for adequate compensation in order to continue to attract qualified and competent professionals to bankruptcy cases. *In re Busy Beaver Bldg. Ctrs., Inc.*, 19 F.3d 833, 850 (3d Cir. 1994) (“Congress rather clearly intended to provide sufficient economic incentive to lure competent bankruptcy specialists to practice in the bankruptcy courts.”) (citation and internal quotation marks omitted); *In re Drexel Burnham Lambert Group, Inc.*, 133 B.R. at 18 (Bankr. S.D.N.Y. 1991) (“Congress’ objective on requiring that the market, not the Court, establish attorneys’ rates was to ensure that bankruptcy cases were staffed by appropriate legal specialists.”). MoCo respectfully submits that the consideration of these factors should result in this Court’s allowance of the full compensation sought.

A. The Time and Labor Required

37. The professional services rendered by MoCo required the continuous expenditure of time and effort, under time pressures which at times necessitated providing services late into the evening and, on a number of occasions, over weekends and holidays. The services rendered required a high degree of professional competence and expertise in order to be administered with skill and dispatch. Mindful of the cost of these cases, however, MoCo staffed the case leanly so as to efficiently handle each issue for which it was tasked. Moreover, MoCo's pre-petition representation of the Independent Directors lessened the time necessary for MoCo attorneys to familiarize themselves with the issues. During the Fee Period, Period, approximately 1,291.90 recorded hours were expended by MoCo's partners, associates, and legal assistants in providing the requested professional services. MoCo's hourly billing rates, as set out in Schedule 1, are computed at the rates MoCo regularly charges its hourly clients. MoCo's hourly rates are based on, and largely lower than, compensation charged by comparably skilled practitioners in cases other than cases under title 11.

B. The Necessity of The Services and Benefit to the Estate

38. These Chapter 11 Cases are among the most active bankruptcy cases presently pending. Indeed, many of the complex issues regarding the Debtors' operations and relationships with affiliates are hotly contested, with significant legal and factual issues being raised by the parties. As detailed above, the services MoCo provided to the Independent Directors were necessary to assist the Debtors in preserving and enhancing the value of the Debtors' estates and conferred substantial benefit to the Debtors' unsecured creditors. MoCo's services have furthered and will continue to further the Independent Directors obligations and will continue to maximize estate value.

C. The Novelty and Difficulty of Issues Presented in the Cases

39. Novel and complex issues have arisen in the course of the Chapter 11 Cases, and it can be anticipated that other such issues will be encountered. In these cases, as in many others in which the firm is involved, MoCo's effective advocacy and creative approach to problem solving have helped clarify and resolve difficult issues and will continue to prove beneficial.

D. The Experience, Reputation and Ability of the Attorneys

40. MoCo has extensive experience in the areas of insolvency, workouts and corporate reorganizations. MoCo's services on behalf of the Independent Directors have been rendered in a highly efficient manner by attorneys who have achieved a high degree of expertise in these areas. The skill and competency of the MoCo attorneys who have represented the Independent Directors have ensured that these cases have been administered in the most efficient and expeditious manner.

DISBURSEMENTS

41. MoCo has incurred a total of \$12,391.71 in expenses in connection with representing the Independent Directors during the Fee Period. MoCo records all expenses incurred in connection with the performance of professional services. A summary of these expenses and detailed descriptions of these expenses, is annexed hereto as Exhibit D.

42. In connection with the reimbursement of expenses, MoCo's policy is to charge its clients in all areas of practice for expenses, other than fixed and routine overhead expenses, incurred in connection with representing its clients. The expenses charged to MoCo's clients include, among other things, telephone and telecopy toll and other charges, mail and express mail charges, special or hand delivery charges, photocopying charges, out-of-town travel expenses, local transportation expenses, expenses for working meals, computerized research and transcription costs.

43. MoCo charges the Independent Directors for expenses at rates consistent with those charged to MoCo's other bankruptcy clients, which rates are equal to or less than the rates charged

by MoCo to its non-bankruptcy clients. MoCo seeks reimbursement from the Debtors at the following rates for the following expenses: (a) \$0.7 per page for photocopying; (b) no charge for incoming facsimiles; and (c) toll charges only for outgoing facsimiles. In accordance with section 330 of the Bankruptcy Code, the Local Guidelines and with the U.S. Trustee Guidelines, MoCo seeks reimbursement only for the actual cost of such expenses to MoCo.

44. In providing or obtaining from third parties services which are reimbursable by clients, MoCo does not include in such reimbursable amount any costs of investment, equipment or capital outlay.

45. MoCo regularly charges its non-bankruptcy clients for ordinary business hourly fees and expenses for secretarial, library, word processing and other staff services because such items are not included in the firm's overhead for the purpose of setting the billing rates. However, MoCo is not requesting reimbursement of such expenses in this Application and will not seek reimbursement from the Debtors of such expenses in future applications. Nevertheless, MoCo reserves its rights with respect to such expenses until such time as an order is entered regarding its final fee application.

46. Attorneys at MoCo have not incurred expenses for luxury accommodations or deluxe meals. Throughout the Fee Period, MoCo has been keenly aware of cost considerations and has tried to minimize the expenses charged to the Debtors' estates.

NOTICES

47. Notice of this Application, as set forth in the Compensation Order, has been given to (a) counsel for the Debtors, Morrison & Foerster LLP (Attn: Darren M. Nashelsky, Gary S. Lee and Lorenzo Marinuzzi); (b) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004 (Attn: Tracy Hope Davis, Linda A. Riffkin, and Brian S. Masumoto); (c) counsel for the Official Committee of Unsecured Creditors (the

“Creditors’ Committee”), c/o Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attn: Kenneth H. Eckstein and Douglas H. Mannal); (d) counsel for Ally Financial Inc., Kirkland & Ellis, 601 Lexington Avenue, New York, NY 10022 (Attn: Richard M. Cieri and Ray C. Schrock); and (e) counsel for Barclays Bank PLC, Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, New York 10036 (Attn: Kenneth S. Ziman and Jonathan H. Hofer).

CONCLUSION

WHEREFORE, MoCo respectfully requests the Court to enter an order, conforming to the amounts set forth in Fee Schedule A (1) attached hereto as Exhibit E (a) allowing MoCo (i) interim compensation for professional services rendered as counsel for the Independent Directors during the Fee Period in the amount of \$751,416.50 and (ii) reimbursement of expenses incurred in connection with rendering such services in the aggregate amount of \$12,391.71, for a total award of \$763,808.21; (b) authorizing and directing the Debtors to pay to MoCo any and all such amounts less any amounts already received for services rendered and expenses incurred during the Fee Period; and (c) granting such further relief as is just and necessary.

Dated: New York, New York
March 14, 2013

MORRISON COHEN LLP

By: /s/ Joseph T. Moldovan
Joseph T. Moldovan
Robert K. Dakis
909 Third Avenue
New York, New York 10022
Telephone: (212) 735-8600
Fax: (212) 735-8708
jmoldovan@morrisoncohen.com
www.morrisoncohen.com

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	:	
	:	Chapter 11
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> ,	:	
	:	Case No. 12-12020 (MG)
	:	
Debtors.	:	Jointly Administered

**CERTIFICATION UNDER AMENDED GUIDELINES FOR PROFESSIONALS
IN RESPECT OF SECOND INTERIM APPLICATION OF MORRISON COHEN
LLP FOR ALLOWANCE OF INTERIM COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED
DURING THE PERIOD SEPTEMBER 1, 2012 THROUGH DECEMBER 31, 2012**

Pursuant to the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on January 29, 2013 (the “Amended Guidelines”), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “U.S. Trustee Guidelines” and, together with the Amended Guidelines, the “Guidelines”), the undersigned, a partner with the firm Morrison Cohen LLP (“MoCo”), counsel to the Independent Directors (the “Independent Directors”) of Residential Capital, LLC (together with its affiliated debtors and debtors in possession in the above-captioned cases “ResCap” or the “Debtors”), hereby certifies with respect to MoCo’s second application for allowance of interim compensation for services rendered and for reimbursement of expenses, dated March 14, 2013, (the “Application”), for the period September 1, 2012 through and including December 31, 2012 (the “Fee Period”) as follows:

1. I am the professional designated by MoCo in respect of compliance with the Guidelines.

2. I make this certification in support of the Application, for interim compensation and reimbursement of expenses for the Fee Period, in accordance with the Amended Guidelines, except as may be specifically noted in the Application or this Certification.

3. In respect of section B.1 of the Amended Guidelines, I certify that:

- a. I have read the Application.
- b. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Amended Guidelines.
- c. Except to the extent that fees or disbursements are prohibited by the Amended Guidelines, the fees and disbursements sought are billed at rates in accordance with practices customarily employed by MoCo and generally accepted by MoCo's clients.
- d. In providing a reimbursable service to the Independent Directors, MoCo does not make a profit on that service, whether the service is performed by MoCo in-house or through a third party.

4. In respect of section B.2 of the Amended Guidelines, I certify that MoCo has provided statements of MoCo's fees and disbursements accrued by serving monthly statements in accordance with the Compensation Order (as defined in the Application) except that completing reasonable and necessary internal accounting and review procedures have, at times, precluded filing fee statements within the time periods established in the Compensation Order.

5. In respect of section B.3 of the Amended Guidelines, I certify that copies of the Application are being provided to (a) the Debtors, (b) counsel for the Debtors, (c) counsel for the Committee, and (d) the Office of the United States Trustee.

Dated March 14, 2013
New York, New York

MORRISON COHEN LLP

By: /s/ Joseph T. Moldovan
Joseph T. Moldovan
909 Third Avenue
New York, New York 10022
Telephone: (212) 735-8600
Fax: (212) 735-8708
jmoldovan@morrisoncohen.com
www.morrisoncohen.com

*Counsel to the Independent
Directors of Residential Capital LLC*

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
_____)	

**ORDER UNDER SECTIONS 105 AND 363 OF THE BANKRUPTCY CODE
AUTHORIZING THE REIMBURSEMENT OF EXPENSES INCLUDING
COUNSEL FEES INCURRED BY THE INDEPENDENT DIRECTORS**

Upon the motion (the “Motion”)¹ of the Debtors, as debtors and debtors in possession (collectively, the “Debtors”), for the entry of an order (this “Order”) under sections 105 and 363 of the Bankruptcy Code, authorizing the reimbursement of expenses including counsel fees incurred by the Independent Directors, upon the Moldovan Declaration and upon the Hamzehpour Declaration; it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, DECREED AND ADJUDGED THAT:

1. The Motion is granted to the extent provided herein.

¹ All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.

2. The Debtors are authorized to satisfy, pay, and reimburse on behalf of the Independent Directors all reasonable expenses, including reasonable charges for professional services rendered and disbursements incurred by Morrison Cohen as counsel to the Independent Directors.

3. Morrison Cohen shall be compensated and reimbursed in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the guidelines established by the Executive Office of the United States Trustee, and such other procedures as may be fixed by order of this Court (collectively, the “Compensation Guidelines”).

4. Morrison Cohen shall file fee applications for interim and final allowance of compensation and reimbursement of expenses pursuant to the Compensation Guidelines.

5. Prior to any increases in Morrison Cohen’s hourly rates, Morrison Cohen shall file a supplemental affidavit with the Court and provide ten business days’ notice to the Debtors, the United States Trustee and any official committee. The supplemental affidavit shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and state whether Morrison Cohen’s client has consented to the rate increase. The United States Trustee retains all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

8. Notwithstanding anything herein to the contrary, this Order shall not modify or affect the terms and provisions of, nor the rights and obligations under, (a) the Board of Governors of the Federal Reserve System Consent Order, dated April 13, 2011, by and among AFI, Ally Bank, ResCap, GMAC Mortgage, LLC, the Board of Governors of the Federal Reserve System, and the Federal Deposit Insurance Corporation, (b) the consent judgment entered April 5, 2012 by the District Court for the District of Columbia, dated February 9, 2012, (c) the Order of Assessment of a Civil Money Penalty Issued Upon Consent Pursuant to the Federal Deposit Insurance Act, as amended, dated February 10, 2012, and (d) all related agreements with AFI and Ally Bank and their respective subsidiaries and affiliates.

Date:

September 27, 2012
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

EXHIBIT C

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 11/14/12
INVOICE #: 229138

TAMMY HAMZEHPOUR, GENERAL COUNSEL
GMAC RESCAP
ONE MERIDIAN CROSSINGS, SUITE 100
MINNEAPOLIS, MN 55423

TAXPAYER IDENTIFICATION
NUMBER 13-3205994

FOR PROFESSIONAL SERVICES RENDERED AS OF SEPTEMBER 30, 2012

DATE	ATTY	DESCRIPTION	HOURS	VALUE
TASK CODE	B110	Case Administration		
09/04/12	MW	REVIEW COURT FILINGS FOR 9/1/12-9/4/12 (.60); UPDATE DEPT CALENDAR ACCORDINGLY (.1).	0.70	150.50
09/05/12	MW	REVIEW COURT FILINGS FOR 9/5/12.	0.40	86.00
09/06/12	MW	REVIEW COURT FILINGS FOR 9/6/12.	0.40	86.00
09/07/12	MW	REVIEW COURT FILINGS FOR 9/7/12 (.40); UPDATE DEPT CALENDAR (.2).	0.60	129.00
09/10/12	MW	REVIEW COURT FILINGS FOR 9/8/12 THROUGH 9/10/12.	0.60	129.00
09/11/12	MW	REVIEW COURT FILINGS FOR 9/11/12.	0.40	86.00
09/12/12	MW	REVIEW COURT FILINGS FOR 9/12/12.	0.40	86.00
09/17/12	MW	REVIEW COURT FILINGS FOR 9/15/12 THROUGH 9/17/12.	0.60	129.00
09/18/12	MW	REVIEW COURT FILINGS FOR 9/18/12.	0.30	64.50
09/19/12	MW	REVIEW COURT FILINGS FOR 9/19/12.	0.30	64.50
09/20/12	MW	REVIEW COURT FILINGS FOR 9/20/12 (.40); UPDATE DEPT CALENDAR (.1).	0.50	107.50
09/21/12	MW	REVIEW COURT FILINGS FOR 9/21/12.	0.40	86.00
09/24/12	MW	REVIEW COURT FILINGS FOR 9/22/12 THROUGH 9/24/12.	0.50	107.50
09/25/12	MW	REVIEW COURT FILINGS FOR 9/25/12.	0.40	86.00
09/26/12	MW	REVIEW COURT FILINGS FOR 9/26/12.	0.40	86.00
09/27/12	MW	REVIEW COURT FILINGS FOR 9/27/12 (.40); UPDATE DEPT CALENDAR (.10).	0.50	107.50
TOTAL TASK CODE	B110	Case Administration	7.40	1591.00
TASK CODE	B160	Fee/Employment Applications		
09/04/12	RKD	EMAILS WITH N. MOSS REGARDING MOCO RETENTION APPLICATION/ 363 MOTION (.6).	0.60	315.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 11/14/12
INVOICE #: 229138

FOR PROFESSIONAL SERVICES RENDERED AS OF SEPTEMBER 30, 2012

DATE	ATTY	DESCRIPTION	HOURS	VALUE
09/05/12	RKD	REVIEW FINAL FORM OF MOCO RETENTION MOTION (.9); REVISE FINAL FORM OF MOLDOVAN DECLARATION IN SUPPORT OF SAME (.8); OFFICE CONFERENCES WITH J. MOLDOVAN REGARDING FILING (.6); EMAILS WITH N. MOSS REGARDING SAME (.4).	2.70	1,417.50
09/14/12	RKD	EMAILS WITH N. MOSS REGARDING COMMITTEE RESPONSE TO RETENTION MOTION (.9); TELEPHONE CONFERENCE WITH N. MOSS REGARDING SAME (.1); REVIEW COMMITTEE RESERVATION OF RIGHTS FOR SAME (.4); EMAILS WITH J. MOLDOVAN AND M. CONNOLLY REGARDING SAME (.2).	1.60	840.00
09/16/12	JTM	EMAILS RD AND MC RE RETENTION ISSUES.	0.40	274.00
09/18/12	MW	REVISE INVOICE FOR MAY 14, 2012 THROUGH AUGUST 31, 2012.	0.80	172.00
09/19/12	RKD	EMAILS WITH N. MOSS REGARDING COMMITTEE RESPONSE TO RETENTION MOTION.	0.30	157.50
09/26/12	MW	REVISE INVOICE FOR PERIOD MAY 14, 2012 THROUGH AUGUST 31, 2012 (1.4); FOLLOW UP WITH ACCOUNTING RE: SAME (.2).	1.60	344.00
09/27/12	RKD	PREPARE FOR (.4) AND ATTEND OMNIBUS HEARING (INCLUDING MOTION FOR APPROVAL OF REIMBURSEMENT OF MOCO FEES (1.8).	2.20	1,155.00
09/28/12	MW	FURTHER REVISIONS TO MAY 14, 2012 THROUGH AUGUST 31, 2012 INVOICE (1.0); O/C WITH ACCOUNTING RE: SAME (.2).O/C WITH RKD RE: SAME (.2).	1.40	301.00
09/28/12	RKD	REVIEW DRAFT MONTHLY FEE STATEMENT FOR PERIODS FROM MAY 2012 THROUGH AUGUST 2012 FOR PRIVILEGE AND CONFIDENTIAL INFORMATION (2.6); OFFICE CONFERENCE WITH M. WIATRAC REGARDING SAME (.2); DRAFT MEMORANDUM BANKRUPTCY BILLING PROCESS FOR LEGAL TEAM (3.9).	6.70	3,517.50
TOTAL TASK CODE	B160	Fee/Employment Applications	18.30	8493.50
TASK CODE	B260	Board of Directors Matters		
09/02/12	JTM	CALLS TO FORMER RESCAP DIRECTORS.	0.20	137.00
09/04/12	JTM	REVIEW AND RESPOND TO INDIE QUESTIONS RE KEIP.	0.40	274.00
09/04/12	JTM	RESPOND TO INQUIRY FROM INDEPENDENT DIRECTOR RE KEIP DECISION.	0.70	479.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 11/14/12
INVOICE #: 229138

FOR PROFESSIONAL SERVICES RENDERED AS OF SEPTEMBER 30, 2012

DATE	ATTY	DESCRIPTION	HOURS	VALUE
09/04/12	JTM	REVIEW OBJECTION OF WILMINGTON, JUNIOR SECURED, AURELIUS CAPITAL MANAGEMENT, LP TO DEBTORS' MOTION TO EXTEND EXCLUSIVITY, UNDERLYING MOTION.	1.20	822.00
09/04/12	MC	REVIEW COURT DOCUMENTS INCLUDING ENGAGEMENT LETTER AND RELATED PETITION (1.8); T/C'S INDEPENDENT DIRECTORS (.7).	2.50	1,425.00
09/05/12	DAP	CONF W/ JTM RE: RESCAP EXAMINER DISCOVERY (.3); REV. EMAIL FROM EXAMINER'S COUNSEL (.1).	0.40	230.00
09/05/12	JTM	EMAILS WITH MOFO AND CHADBOURNE RE INDEPENDANT DIRECTOR REPRESENTATION ISSUES AND RESPONSE TO INTERVIEW REQUESTS (.8); REVIEW CORRESPONDENCE FROM EXAMINER COUNSEL RE REQUESTS FOR INFORMATION (.4); REVIEW CC EXLUSIVITY OBJ (.4); ANALYSIS OF KEIP ISSUES (.5); REV GOLDIN SUBPOENA (.3).	2.40	1,644.00
09/06/12	DAP	CONF JTM CONCERNING BOARD MEETING (.1); CONF JTM CONCERNING EXAMINER MEETING WITH FTI CONSULTING (.2).	0.30	172.50
09/06/12	JTM	REVIEW BOARD PACKAGE FOR MEETING (1.10); REVIEW MOTION FOR BORROWER COMM, SUBSERVICING MOTION AND OPPS (1.2); CALLS MOFO RE FORMER DIRECTORS (.2); REVIEW CLAIMS PRESENTATION FOR EXAMINER MEETING (1.4).	3.90	2,671.50
09/06/12	MC	REVIEW MATERIALS IN PREPARATION FOR BOARD MEETING.	2.50	1,425.00
09/07/12	DAP	BOARD OF DIRECTORS MEETING (1.5); MEETING WITH EXAMINER AND FTI RE: DAMAGES ANALYSIS (2.4); MEETING JTM, MC, RD RE: SAME (.6).	4.50	2,587.50
09/07/12	JTM	ATTEND BOARD MEETING (1.7); ATTEND FTI PRESENTATION TO EXAMINER (2.4); REVIEW MATERIAL FOR PRESENTATION (1.0); EMAIL CHADBOURNE RE FORMER DIRECTORS (.1); STRATEGY MEETING WITH RKD & MC (.7).	5.90	4,041.50
09/07/12	MC	PREPARATION FOR (.3) AND PARTICIPATION IN BOARD MEETINGS (1.7), REVIEW OF EXAMINERS FILING AND RELATED DOCUMENTS (.8); MEETING WITH JTM & RKD RE: ALLY SETTLEMENT (.7).	3.50	1,995.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 11/14/12
INVOICE #: 229138

FOR PROFESSIONAL SERVICES RENDERED AS OF SEPTEMBER 30, 2012

DATE	ATTY	DESCRIPTION	HOURS	VALUE
09/07/12	RKD	PARTICIPATE IN TELEPHONE CONFERENCE WITH EXAMINER AND DEBTORS' COUNSEL REGARDING COMPONENTS OF ALLY SETTLEMENT (2.4); OFFICE CONFERENCE WITH J. MOLDOVAN, D. PIEDRA, AND M. CONNOLLY REGARDING SAME (.7).	3.10	1,627.50
09/10/12	JTM	REVIEW FILINGS IN CONNECTION WITH RMBS SETTLEMENT - MOTIONS AND OPPOSITION (2.0); ANALYSIS OF SAME (.9).	2.90	1,986.50
09/10/12	MC	REVIEW RBMS LETTER AND RELATED DOCUMENTS; O/C'S (1.0); FOLLOW UP W/ INDEPENDENT DIRECTORS (.5).	1.50	855.00
09/11/12	JTM	CALLS WITH COUNSEL TO GOLDIN RE SUBPOENA (.6); OCS RD AND NS RE SAME (.3).	0.90	616.50
09/11/12	MC	REVIEW COURT DOCUMENTS RE: RMBS SETTLEMENTS.	2.00	1,140.00
09/12/12	JTM	REVIEW NOTEHOLDER CORRESPONDENCE, ANALYSIS OF SAME (.8); DISCUSSION RE SAME WITH CLIENTS (.6).	1.40	959.00
09/12/12	MC	REVIEW UPDATE ON HEARING (1.0); FOLLOW UP W/ INDEPENDENT DIRECTORS (.5).	1.50	855.00
09/13/12	JTM	REVIEW MATERIALS RE RMBS SETTLEMENT.	2.60	1,781.00
09/13/12	MC	REVIEW AUELUS LETTER TO DEBTORS (.5); FOLLOW UP (.2).	0.70	399.00
09/14/12	JTM	ANALYSIS OF MATERIAL FOR DIRECTORS, BOARD PACKAGE (.9); REVIEW BORROWER COMMITTEE OPP PAPERS (.8); OC RD RE COMMITTEE ISSUES W MOCO RETENTION (.4).	2.10	1,438.50
09/14/12	MC	REVIEW QUESTIONS FROM EXAMINER (2.5); CORRESPONDENCE RE: SAME (.5).	3.00	1,710.00
09/17/12	MC	PREPARATION FOR (.5) AND PARTICIPATION IN BOARD MEETING (1.5); FOLLOW UP W/ INDEPENDENT DIRECTORS (.5).	2.50	1,425.00
09/18/12	JTM	REVIEW OBJECTIONS TO RMBS SETTLEMENT AND ANALYSIS OF SAME (3.9); TC COUNSEL TO FORMER DIRECTORS (.4).	4.30	2,945.50
09/19/12	JTM	ATTEND RMBS SETTLEMENT CONFERENCE (3.4); REVIEW UCC RES OF RTS RE MOCO RETENTION, TC DEBTOR'S COUNSEL RE SAME (.5).	3.90	2,671.50
09/19/12	MC	REVIEW EXAMINER INFORMAL INFORMATION REQUESTS.	1.50	855.00
09/20/12	JTM	ANALYSIS OF MATERIAL FROM RMBS HEARING (2.8); RESEARCH RE SAME (1.8).	4.60	3,151.00

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 11/14/12
INVOICE #: 229138

FOR PROFESSIONAL SERVICES RENDERED AS OF SEPTEMBER 30, 2012

DATE	ATTY	DESCRIPTION	HOURS	VALUE
09/25/12	JTM	TCS COUNSEL FOR GOLDIN RE DISCOVERY, OC RD RE SAME (.7); REVIEW HOMEOWNER COMMITTEE MOTIONS AND RELATED DOCS (.9); EMAILS DEBTORS COUNSEL RE JUNIOR SECURED (.2).	1.90	1,301.50
09/25/12	MC	T/C W/ JIM TANENBAUM, FOLLOW UP (.5); FOLLOW UP RE: APPLICATION (.5).	1.00	570.00
09/26/12	DAP	CONF M. CONNOLLY RE: DISCOVERY ISSUES CONCERNING RMBS SETTLEMENT (.3); EMAIL CORRESPONDENCE RE: SAME (.2).	0.50	287.50
09/26/12	MC	O/C W DAP RE: RMBS SETTLEMENT (.3); REVIEW DOCUMENTS RE SAME (1.2).	1.50	855.00
09/27/12	DAP	EMAIL CORRESPONDENCE FROM DEBTOR'S COUNSEL REGARDING DOCUMENT PRODUCTION BY INDEPENDENT DIRECTORS IN CONNECTION WITH RMBS SETTLEMENT HEARING (.2); PREP FOR AND ATTEND MEETING WITH JTM AND RKD CONCERNING DISCOVERY PROTOCOLS (.9); EMAIL CORRESPONDENCE TO INDEPENDENT DIRECTORS REGARDING DOCUMENTS (.3); REVIEW APPROXIMATELY 40 PAGES HANDWRITTEN NOTES OF PAM WEST FOR RESPONSIVENESS REGARDING RMBS SETTLEMENT (.6).	2.00	1,150.00
09/27/12	JTM	APPEAR AT HEARING RE MOCO RETENTION, PRICE WATERHOUSE FORECLOSURE REVIEW, RMBS DISCOVERY ISSUES, BORROWER COMMITTEE (3.4); PREP FOR (.3) AND MTG WITH DAP AND RKD RE DISCOVERY AND INDEPENDANT DIRECTOR ISSUES (.9); EMAILS FROM COUNSEL TO WILMINGTON TRUST RE DISCOVERY, TC RE SAME (.4); TCS DEBTORS RE DISCOVERY COORDINATION (.4).	5.40	3,699.00
09/27/12	MC	ATTENTION TO SCHEDULING DEPOSITIONS (1.0); CORRESPONDENCE; O/C'S; T/C'S (.5).	1.50	855.00
09/27/12	RKD	REVIEW 486 DOCUMENTS FROM GOLDIN IN CONNECTION WITH EXAMINER ISSUES (2.3); OFFICE CONFERENCE WITH J. MOLDOVAN AND D. PIEDRA REGARDING EXAMINER ISSUES (.9); EMAILS WITH A. TALESNICK (LUSKIN) REGARDING GOLDIN PRODUCTION (.3).	3.50	1,837.50
09/28/12	DAP	EMAIL CORRESPONDENCE REGARDING DOCUMENT PRODUCTION (.2); TELEPHONE CALL WITH INDEPENDENT DIRECTOR TED SMITH CONCERNING STATUS AND RMBS SETTLEMENT (.5).	0.70	402.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 11/14/12
INVOICE #: 229138

FOR PROFESSIONAL SERVICES RENDERED AS OF SEPTEMBER 30, 2012

DATE	ATTY	DESCRIPTION	HOURS	VALUE
09/28/12	JTM	REVIEW GOLDIN EMAILS IN CONNECTION WITH DOC PRODUCTION (.8); TCF COUNSEL TO WILMINGTON RE DISCOVERY AND REVIEW OF SUBPOENA RE SAME (1.1) CALLS AND EMAILS DEBTORS COUNSEL AND DAP RE RMBS DISCOVERY (.2).	2.10	1,438.50
09/28/12	MC	REVIEW RMBS SETTLEMENT TERMS, MATERIALS; FOLLOW UP CONFERENCE CALLS W/ INDEPENDENT DIRECTORS (1.5); REVIEW REPORTS (.5); SCHEDULING DEPOSITIONS (1.0).	3.00	1,710.00
09/28/12	NS	RESUME REVIEW OF DOCUMENTS IN ELECTRONIC DATABASE RE: INFORMATION PROVIDED TO THE BOARD AND INDEPENDENT DIRECTORS.	0.50	225.00
TOTAL TASK CODE	B260	Board of Directors Matters	90.50	56652.00
GRAND TOTAL FEES			116.20	66,736.50
		TOTAL FEES SERVICES		\$ 66,736.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 12/06/12
INVOICE #: 230023

TAMMY HAMZEHPUR, GENERAL COUNSEL
GMAC RESCAP
ONE MERIDIAN CROSSINGS, SUITE 100
MINNEAPOLIS, MN 55423

TAXPAYER IDENTIFICATION
NUMBER 13-3205994

FOR PROFESSIONAL SERVICES RENDERED AS OF OCTOBER 31, 2012

DATE	ATTY	DESCRIPTION	HOURS	VALUE
TASK CODE	B110	Case Administration		
10/01/12	MW	REVIEW COURT FILINGS FROM 9/29/12 THROUGH 10/1/12; (.4); UPDATE CALENDAR (.1); DAILY E-MAIL DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	0.70	150.50
10/02/12	MW	REVIEW COURT FILINGS FOR 10/2/12 (.3); E-MAIL DAILY DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	0.50	107.50
10/04/12	MW	REVIEW COURT FILINGS FROM 10/3/12 TO 10/4/12 (.3); UPDATE CALENDAR (.3); E-MAIL DAILY DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	0.80	172.00
10/05/12	MW	REVIEW COURT FILINGS FOR 10/5/12 (.4); REVIEW SCHEDULING ORDER RE: RMBS SETTLEMENTS (.2); DIARY ALL DEADLINES (.3); E-MAIL DAILY DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	1.20	258.00
10/08/12	MW	REVIEW COURT FILINGS FOR 10/8/12 THROUGH 10/8/12 (.5); E-MAIL DAILY DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	0.70	150.50
10/09/12	MW	REVIEW COURT FILINGS FOR 10/9/12 (.3); E-MAIL DAILY DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	0.50	107.50
10/10/12	MW	REVIEW COURT FILINGS FOR 10/10/12 (.4); REVIEW ORDER RE RMBS SETTLEMENTS (.2); UPDATE CALENDAR (.2); E-MAIL DAILY DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	1.00	215.00
10/11/12	MW	REVIEW COURT FILINGS FOR 10/11/12 (.3); E-MAIL DAILY DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	0.50	107.50
10/12/12	MW	REVIEW COURT FILINGS FOR 10/12/12 (.4); E-MAIL DAILY DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	0.60	129.00
10/15/12	MW	REVIEW COURT FILINGS FROM 10/13/12 THROUGH 10/15/12 (.4); E-MAIL DAILY DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	0.60	129.00
10/16/12	MW	REVIEW COURT FILINGS FOR 10/16/12 (.4); UPDATE DEPT CALENDAR (.1); E-MAIL DAILY DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	0.70	150.50

MorrisonCohen_{LLP}

020530 RESCAP, LLC
020530-0002 CHAPTER 11

DATE: 12/06/12
INVOICE #: 230023

FOR PROFESSIONAL SERVICES RENDERED AS OF OCTOBER 31, 2012

DATE	ATTY	DESCRIPTION	HOURS	VALUE
10/17/12	MW	REVIEW DOCUMENTS FOR 10/17/12 (.4); E-MAIL DAILY DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	0.60	129.00
10/18/12	MW	REVIEW COURT FILINGS FOR 10/18/12 (.4) E-MAIL DAILY DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	0.60	129.00
10/19/12	MW	REVIEW COURT FILINGS FOR 10/19/12 (.3); E-MAIL DAILY DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	0.50	107.50
10/22/12	MW	REVIEW COURT FILINGS FOR 10/22/12 (.4) E-MAIL DAILY DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	0.60	129.00
10/23/12	MW	REVIEW COURT FILINGS FOR 10/23/12; (.4); UPDATE CALENDAR (.1); DAILY E-MAIL DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	0.70	150.50
10/24/12	MW	REVIEW COURT FILING FOR 10/24/12 (.4); REVIEW THIRD SCHEDULING ORDER RE DEBTORS' MOTION FOR APPROVAL OF RMBS SETTLEMENTS (.1); CALENDAR ALL DEADLINES (.2); E-DAILY MAIL DOCKET TO ATTORNEYS WITH PLEADINGS (.3).	1.00	215.00
10/25/12	MW	RETRIEVE COURT FILINGS FOR 10/25/12 (.3); E-MAIL DAILY DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	0.50	107.50
10/26/12	MW	REVIEW COURT FILINGS FOR 10/26/12 (.3); E-MAIL DAILY DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	0.50	107.50
10/29/12	MW	REVIEW COURT FILINGS FOR 10/27/12 THROUGH 10/29/12 (.4); E-MAIL DAILY DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	0.60	129.00
10/30/12	MW	REVIEW COURT FILINGS FOR 10/30/12 (.3); E-MAIL DAILY DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	0.50	107.50
10/31/12	MW	REVIEW COURT FILINGS FOR 10/31/12 (.4); E-MAIL DAILY DOCKET TO ATTORNEYS WITH PLEADINGS (.2).	0.60	129.00
TOTAL TASK CODE	B110	Case Administration	14.50	3117.50
TASK CODE	B160	Fee/Employment Applications		
10/08/12	MW	REVIEW MAY 14, 2012 THROUGH AUGUST 31, 2012 MC INVOICE (.7); START DRAFTING EXHIBITS TO FIRST FEE APP (1.3).	2.00	430.00
10/12/12	MW	REVIEW SEPTEMBER INVOICE (.7); REVISE SAME (.4); FOLLOW UP WITH ACCOUNTING (.1).	1.20	258.00
10/16/12	RKD	DRAFT NARRATIVE SECTION OF FIRST INTERIM FEE APPLICATION(4.1); REVIEW MONTHLY FEE STATEMENTS IN CONNECTION WITH SAME (.8).	4.90	2,572.50

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
10/17/12	MW	PER RKD REVISE FIRST INTERIM FEE APPLICATION.	0.80	172.00
10/17/12	RKD	REVISE NARRATIVE SECTION OF FIRST INTERIM FEE APPLICATION (2.6); EMAILS WITH M. WIATRAK REGARDING SAME (.3).	2.90	1,522.50
10/18/12	MW	REVIEW BACKUP PROVIDED BY ACCOUNTING (.6); PREPARE DETAILED EXPENSES CHART (2.7).	3.30	No Charge
10/18/12	RKD	REVISE FEE APPLICATION TO INCORPORATE J. MOLDOVAN'S COMMENTS (.3); OFFICE CONFERENCE WITH M. WIATRAK REGARDING FEE APPLICATION (.2).	0.50	262.50
10/19/12	MW	FURTHER REVISIONS TO EXHIBITS TO FEE APPLICATION (1.8); O/C AND MULTIPLE E-MAILS WITH RKD RE: SAME (.4); E-MAIL COMPLETE DOCUMENTS TO MOFO FOR FILING (.1).	2.50	537.50
10/19/12	RKD	FINAL REVISIONS TO FEE APPLICATION (1.1); OFFICE CONFERENCE WITH M. WIATRAK REGARDING FILING SAME (.2); EMAILS WITH M. WIATRAK AND E. RICHARDS (MOFO) REGARDING FILING SAME (.3).	1.60	840.00
TOTAL TASK CODE B160 Fee/Employment Applications			19.70	6595.00
TASK CODE B260 Board of Directors Matters				
10/01/12	DAP	CONFERENCE JTM RE: WILMINGTON TRUST SUBPOENA AND RESPONSE (.4); REVIEW SUBPOENA (.2); EMAIL CLIENTS (.2).	0.80	460.00
10/01/12	JTM	REVIEW FANNIE MAE OBJECTION.	0.30	205.50
10/01/12	MC	REVIEW RMBS DISCOVERY REQUESTS (.7); FOLLOW UP W/ INDEPENDENT DIRECTORS (.8).	1.50	855.00
10/01/12	NS	REVIEW OVER 100 DOCUMENTS IN ELECTRONIC DATABASE RE: FACTORS CONSIDERED IN SELECTION OF FINANCIAL ADVISORS, INFORMATION AND FACTORS WEIGHED BY BOARD RE: COMPANY'S FINANCIAL CONDITION IN FALL 2008 (TO BE CONTINUED).	3.10	1,395.00
10/02/12	DAP	MEETING WITH JTM AND RKD CONCERNING PREPARATION FOR DEPOSITION OF INDEPENDENT DIRECTORS AND DOCUMENT PRODUCTION (.4); EMAIL DARRYL RAINS (.2); REVIEW MATERIALS FOR DEPO PREPARATION (.8).	1.40	805.00
10/02/12	JTM	TC MOFO, RAINES RE RMBS DISCOVERY (.2); O/C WITH DAP AND RKD RE WILMINGTON DOCUMENT REQUESTS (.4).	0.60	411.00

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
10/02/12	MC	REVIEW DRAFT RESPONSE TO CREDITORS COMMITTEE (.5); ATTENTION TO SCHEDULING OF DEPOSITIONS; O/C'S, T/C'S, CORRESPONDENCE (1.5).	2.00	1,140.00
10/02/12	RKD	OFFICE CONFERENCE WITH J. MOLDOVAN AND D. PIEDRA REGARDING WILMINGTON DOCUMENT REQUESTS (.4); DRAFT RESPONSE TO DOCUMENT REQUESTS (1.1); REVISE SAME TO INCORPORATE COMMENTS FROM D. PEIDRA (.2).	1.70	892.50
10/03/12	DAP	CONFERENCES WITH JTM RE: DISCOVERY AND DEPOSITIONS OF INDEPENDENT DIRECTORS (.8); TELEPHONE CALL WITH MARK LIGHTNER (.3); RESEARCH CONCERNING COMPLIANCE COMMITTEE AND RMBS SETTLEMENT (.8); EMAIL CORRESPONDENCE AND CONFERENCE JTM RE: SAME (.2).	2.10	1,207.50
10/03/12	JPR	EXECUTE "RMBS" TERM SEARCH IN FILESITE FOR D. PIEDRA.	0.30	108.00
10/03/12	JTM	REVIEW RMBS MATERIAL IN CONNECTION WITH PROPOSED DIRECTOR DEPOS (4.0); CONFERENCE WITH DAP REGARDING DISCOVERY (.8); CALL W CLEARY RE DISCOVERY (.4); CALL WITH MOFO RE PWC RETENTION (.3); CALL WITH PAM WEST AND DP RE SAME (.7); REVIEW COMPLIANCE COMMITTEE MATERIAL IN CONNECTION WITH PWC RETENTION ISSUES (3.7).	9.90	6,781.50
10/03/12	MC	REVIEW FINAL BOARD OVERSIGHT PLAN.	2.00	1,140.00
10/04/12	DAP	COURT CALL REGARDING SCHEDULING MATTERS FOR 9019 HEARING (1.6); CONFERENCES WITH JTM AND R. DAKIS REGARDING DOCUMENT PRODUCTION AND PRIVILEGE ISSUES (.6); EMAIL CORRESPONDENCE WITH INDEPENDENT DIRECTORS CONCERNING DEPOSITIONS AND DISCOVERY (.6); TELEPHONE CALL TO COUNSEL FOR WILMINGTON TRUST CONCERNING DEPOSITION SCHEDULING (.4); RECEIVE AND REVIEW SUBPOENA FOR EDWARD SMITH (.4); EMAIL TO EDWARD SMITH (.2); RESEARCH REGARDING DOCUMENT PRODUCTION AND PRIVILEGE ISSUES FOR INDEPENDENT DIRECTORS (1.5).	6.30	3,622.50
10/04/12	JTM	COURT APPEARANCE RE RMBS DISCOVERY ISSUES (1.8) EMAILS TEAM RE DISCOVERY ISSUES AND OTHER MATTERS DISCUSSED DURING HEARING (.6); MTG WITH DAP, MC & RKD RE SAME (.9); REVIEW MATERIALS IN CONNECTION WITH DISCOVERY DEMAND (3.9).	7.20	4,932.00
10/04/12	MC	REVIEW FIGIC ISSUES RE: REVIEW OF RMBS APPROVAL PROCESS (1.5); O/C'S (.5).	2.00	1,140.00

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
10/05/12	DAP	CONFERENCE WITH JTM AND R. DAKIS CONCERNING DISCOVERY RELATING TO RMBS (.7); COMMUNICATIONS WITH MOFO RE: DISCOVERY (.3); PREPARE DEPOSITION OUTLINE FOR TED SMITH DEPOSITION (3.1); REVIEW FILED DISCLOSURES CONCERNING 9019 HEARING (.7); REVIEW MOTION PAPERS (.7).	5.50	3,162.50
10/05/12	JTM	MEETING W RD, DP, MC RE SUBPOENAS AND DISCOVERY RE RMBS SETTLEMENT (.7); CONTINUED REVIEW OF RMBS MATTERS FOR COMPLIANCE AND DEPOSITION PREP (7.4).	8.10	5,548.50
10/05/12	MC	PREPARATION FOR BOARD MEETINGS (1.5); REVIEW DOCUMENTS REGARDING RMSB DISCOVERY REQUEST (.5); O/C'S (1.0).	3.00	1,710.00
10/05/12	RKD	OFFICE CONFERENCE WITH J. MOLDOVAN, M. CONNOLLY, AND D. PIEDRA REGARDING RMBS LITIGATION (.7); OFFICE CONFERENCES WITH J. RIED REGARDING PREPARING REVIEW TOOL FOR SAME (.3).	1.00	525.00
10/08/12	DAP	EMAIL CORRESPONDENCE WITH INDEPENDENT DIRECTORS CONCERNING BOARD MEETING (.4); EMAIL CORRESPONDENCE DARRYL RAINS REGARDING DISCOVERY (.2); PREPARE POWERPOINT PRESENTATION FOR TED SMITH MEETING (3.5).	4.10	2,357.50
10/08/12	JTM	BOARD CALL (1.0); PREP FOR SMITH AND MACK DEPOS (4.2); POST BOARD CALL DISCUSSION WITH TEAM RE DEPOS AND AUCTION PROCESS (.6); REVIEW DEBTORS STATEMENT RE PRICE WATERHOUSE (.4).	6.20	4,247.00
10/08/12	MC	PREPARATION FOR AND PARTICIPATION IN BOARD MEETING (2.0); FOLLOW UP RE: INDEPENDENT DIRECTOR ISSUES; O/C'S (1.5).	3.50	1,995.00
10/09/12	DAP	PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL WITH DARRYL RAINS CONCERNING DISCOVERY AND INDEPENDENT DIRECTOR DEPOSITIONS (1.5); CONFER WITH JTM AND RD REGARDING INDEPENDENT DIRECTOR DISCOVERY AND PRIVILEGE ISSUES (.8); CONFERENCE CALL WITH ALL INDEPENDENT DIRECTORS CONCERNING BOARD MEETING, BANKRUPTCY STATUS, ETC. (.8); PREPARE FOR AND ATTEND PREPARATION OF TED SMITH FOR DEPOSITION (3.5); RESEARCH REGARDING PRIVILEGE ISSUES (1.0).	7.60	4,370.00
10/09/12	JPR	EXPORT OF INTERNAL E-MAILS FOR E-DISCOVERY ISSUES.	3.50	1,260.00

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
10/09/12	JTM	CALL W RAINES AND RD AND DP RE DISCOVERY ISSUES (1.0); MTG W/ DP AND RD RE SAME AND PRIV LOG (.4); CALL W INDEPENDENT DIRECTORS RE ALL OPEN MATTERS, DEPOS, DISCOVERY, RMBS, SALE (1); MTG W/ DAP, MC AND TED SMITH, DEPO PREP (1.9); REVIEW FILINGS RE RMBS OBJECTIONS AND RESPONSES (.6).	4.90	3,356.50
10/09/12	MC	REVIEW DOCUMENTS FOR DEPOSITION PREPARATION (TED SMITH).	2.50	1,425.00
10/10/12	DAP	PREPARE FOR AND ATTEND HEARING IN BANKRUPTCY COURT CONCERNING 9019 MOTION CONCERNING RMBS SETTLEMENT (2.5); EMAIL CORRESPONDENCE WITH INDEPENDENT DIRECTORS (.4); TELEPHONE CALL TO DARRYL RAINS REGARDING DISCOVERY (.2).	3.10	1,782.50
10/10/12	JPR	UPLOAD FILESITE DATA TO FTP FOR PROCESSING. COMMUNICATION WITH D4 RE: PROCESSING SPECIFICATIONS.	1.10	396.00
10/10/12	JTM	APPEAR AT HEARING RE PRICE WATERHOUSE, RMBS DISCOVERY ISSUES, KEIP (2.5); REVIEW RMBS DISCOVERY MATERIAL, PRIVILEGE ISSUES (3.7); O/C WITH MC RE STATUS (.5).	6.70	4,589.50
10/10/12	MC	PREPARATION FOR DEPOSITION OF INDEPENDENT DIRECTORS (1.5); FOLLOW UP ON VARIOUS ISSUES W/ JTM (.5).	2.00	1,140.00
10/11/12	DAP	EMAIL CORRESPONDENCE WITH JOHN MACK AND TED SMITH REGARDING DEPOSITION PREPARATION (.4); CONFERENCE WITH AND EMAIL WITH JTM REGARDING 9019 HEARING DISCOVERY AND DEPOSITIONS (.6); TELEPHONE CALL WITH DARRYL RAINS REGARDING 9019 MOTION REGARDING RMBS SETTLEMENT (.6); EMAIL MOCO TEAM REGARDING WITNESS PREPARATION (.3); REVIEW MATERIALS RELATING TO RMBS SETTLEMENT (3.5).	5.40	3,105.00
10/11/12	JTM	PREP FOR RMBS DISCOVERY AND REVIEW MATERIALS RE SAME (3.3).	4.20	2,877.00
10/11/12	JTM	REVIEW KEIP AND RELEASE ISSUES (1); REVIEW PLEADINGS (2).	3.00	2,055.00
10/11/12	MC	PREPARATION FOR BOARD MEETING (.5); REVIEW COURT PLEADINGS FOR DETERMINE EFFECT ON INDEPENDENT DIRECTORS (1.0).	1.50	855.00

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
10/12/12	DAP	REVIEW MATERIALS AND ATTEND BOARD MEETING OF RESCAP (1.3); REVIEW MATERIALS AND ATTEND CONFERENCE CALL WITH ALLY COUNSEL AND OFFICERS REGARDING D&O / E&O INSURANCE (1.3); EMAIL CORRESPONDENCE CONCERNING D&O ISSUES (.3); EMAIL CORRESPONDENCE WITH DARRYL RAINS REGARDING WITNESS PREP (.2); EMAIL WITH JOHN MACK RE: DEPOSITION AND MEETING (.2); EMAIL CORRESPONDENCE TED SMITH RE: DEPOSITION (.2); RESEARCH RE: SHARED SERVICES AGREEMENT OBLIGATIONS (.4); RESEARCH RE: CURRENT D&O PACKAGE AND OBLIGATION TO RENEW (1.5).	5.40	3,105.00
10/12/12	JTM	BOARD CALL (1.1); REVIEW MATERIAL IN PREP FOR BOARD CALL (.7); OCS DAP RE INSURANCE ISSUES (.3); REVIEW PLEADINGS (2.5); REVIEW INSURANCE MATERIALS (.7).	5.30	3,630.50
10/12/12	MC	PREPARATION FOR AND PARTICIPATION IN BOARD MEETING (1.5); FOLLOW UP W/ JTM AND DAP (.5).	2.00	1,140.00
10/15/12	DAP	TELEPHONE CALL WITH MARK LIGHTNER (.3); TELEPHONE CALL WITH DARRYL RAINS (.2); PREP FOR MEETING JOHN MACK (.4); EMAIL CORRESP JOHN MACK & TED SMITH RE: DEPOSITIONS (.2); REVIEW KEIP MATERIAL (1.1).	2.20	1,265.00
10/16/12	DAP	PREP FOR AND ATTEND PREPARATION MEETING WITH JOHN MACK, DARRYL RAINS, ANTHONY PRINCI, JAMIE LEVITT (3.5); MEETING WITH JTM CONCERNING DISCOVERY (.7); DOC REVIEW FOR DEPOSITION (.4); PREPARE OUTLINE FOR TED SMITH DEPO PREP (.8).	5.40	3,105.00
10/16/12	JTM	DEPO PREP JOHN MACK AND MOFO RAINES, PRINCI, LEVITT (3.4); MTG WITH DAP RE DISC ISSUES (.7); REVIEW KEIP MATERIAL FOR HEARING (2.2); OC RD AND TEAM RE PRIV LOG (.6).	6.90	4,726.50
10/17/12	DAP	MEETING WITH JOHN MACK RE: DISCOVERY, STATUS, KEIP, SALE AUCTION ISSUES (1.5); PREPARE FOR AND ATTEND HEARING IN COURT (1.0).	2.50	1,437.50
10/17/12	JPR	COMMUNICATION WITH D4 REGARDING USER SET UP FOR R. DAKIS.	0.30	108.00
10/17/12	JTM	MEETING WITH INDEPENDENT DIRECTORS RE KEIP HEARING (1.8); APPEAR AT HEARING RE KEIP (2.1).	3.90	2,671.50
10/17/12	MC	MEETING W/ JOHN MACK (1.1). PREPARATION FOR AND PARTICIPATION IN COMPENSATION COMMITTEE MEETING (1.9).	3.00	1,710.00

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
10/17/12	RKD	REVIEW 192 DOCUMENTS IN REVIEW DATABASE (3.6); EMAILS WITH D. PIEDRA REGARDING REVIEW PROCESS (.3).	3.90	2,047.50
10/18/12	DAP	PREP FOR AND MEET WITH EDWARD SMITH REGARDING DEPOSITION PREPARATION.	5.50	3,162.50
10/18/12	JTM	PREP TED SMITH FOR RMBS DEPO.	4.80	3,288.00
10/18/12	RKD	REVIEW 273 DOCUMENTS IN REVIEW DATABASE.	3.90	2,047.50
10/19/12	JTM	REVIEW DEBTORS MOTION RE REMEDIATION (.3); EMAILS AMONG BOARD AND MOFO RE ALLY SETTLEMENT (.8); REVIEW LATEST STATUS UPDATE (.1); REV ALLY DISCOVERY RESPONSE (.3).	1.40	959.00
10/19/12	RKD	REVIEW 142 DOCUMENTS IN REVIEW DATABASE.	2.40	1,260.00
10/22/12	DAP	MEETING WITH TED SMITH REGARDING PREPARATION FOR DEPOSITION (3.5); PREPARE FOR AND ATTEND RESCAP BOARD MEETING AT MOFO (3.5).	7.00	4,025.00
10/22/12	JTM	MTG SMITH, PIEDRA RE RMBS DEPOS AND PREP (3.2); ATTEND AND PREP FOR BOARD MEETING AT MOFO (3.6).	6.80	4,658.00
10/22/12	MC	PREPARATION FOR (1.6) AND ATTENDANCE AT BOARD MEETING (2.6).	4.20	2,394.00
10/22/12	RKD	REVIEW 901 DOCUMENTS FOR PRIVILEGE AND RESPONSIVENESS IN RESPONSE TO WILMINGTON SUBPOENA.	8.70	4,567.50
10/23/12	DAP	PREPARE FOR (2.0) AND ATTEND AUCTION OF THE RESCAP PLATFORM ON BEHALF OF INDEPENDENT DIRECTORS AND CONFERENCES WITH DIRECTORS AND COUNSEL THROUGHOUT (9.8).	11.80	6,785.00
10/23/12	JTM	AUCTION MATTERS THROUGHOUT DAYS, DISCUSSIONS WITH BOARD MEMBERS AND TEAM MEMBERS RE SAME (3.4); EMAILS COUNSEL TO THE EXAMINER (.2); EMAILS BOARD MEMBERS INTERVIEWS (.3).	3.90	2,671.50
10/23/12	MC	PREPARE FOR (1.0); AND ATTEND BANKRUPTCY AUCTION (5.2).	6.20	3,534.00
10/23/12	RKD	REPRESENT INDEPENDENT DIRECTORS AT AUCTION OF SERVICING PLATFORM.	13.10	6,877.50

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
10/24/12	DAP	PREPARE FOR AND ATTEND CONTINUATION OF AUCTION FOR PLATFORM (3.3); CONF INDEPENDENTS RE: CONSENT ORDER COMPLIANCE COMMITTEE (.4); EMAIL CORRESPONDENCE DARRYL RAINS CONCERNING RMBS SETTLEMENT DISCOVERY ISSUES (.4).	4.10	2,357.50
10/24/12	DAP	REVIEW PRIVILEGE LOG / DOCUMENT PRODUCTION FROM INDEPENDENT DIRECTORS WHO RECEIVED A SUBPOENA (.8); CONFERENCE J MOLDOVAN CONCERNING DISCOVERY ISSUES (.3); EMAIL CORRESPONDENCE WITH EXAMINER'S COUNSEL REGARDING INTERVIEWS OF INDEPENDENT DIRECTORS (.3).	1.40	805.00
10/24/12	JPR	COORDINATE DOCUMENT PRODUCTION WITH D4.	1.30	468.00
10/24/12	JTM	BOARD MTG RE BIDDER QUALIFICATION AND AUCTION ISSUES (1.2); MTG WITH INDIES RE SALES PROCESS (2.2).	3.40	2,329.00
10/24/12	JTM	OCS RD AND DP RE PRODUCTION FOR RMBS TRUSTEES INCLUDING REVIEW OF MATERIAL (1.7).	1.70	1,164.50
10/24/12	MC	FURTHER ATTENDANCE AT THE AUCTION (2.9); BOARD MEETING (2.2).	5.10	2,907.00
10/24/12	RKD	REPRESENT INDEPENDENT DIRECTORS AT CONTINUED AUCTION OF SERVICING PLATFORM (1.8); ATTEND BOARD MEETING TO DISCUSS WHOLE LOAN PLATFORM (2.2).	4.00	2,100.00
10/24/12	RKD	REVIEW 401 DOCUMENTS FOR PRIVILEGE AND RESPONSIVENESS IN RESPONSE TO WILMINGTON SUBPOENA.	3.90	2,047.50
10/25/12	DAP	CONFS JTM REGARDING 363 AUCTION FOR PORTFOLIO (.4); REVIEW OF DOCUMENTS FOR PRIVILEGE LOG / PRODUCTION OF INDEPENDENT DIRECTORS PURSUANT TO SUBPOENA FROM WILMINGTON TRUST (1.5); CONFS R. DAKIS REGARDING DISCOVERY (.4).	2.30	1,322.50
10/25/12	JPR	COORDINATE DISCOVERY ISSUES WITH CASE TEAM (.4); COORDINATE DOCUMENT PRODUCTION WITH D4 (.8).	1.20	432.00
10/25/12	JTM	ATTEND AUCTION AND ADVISE INDIES RE ISSUES ARISING (4.3); EMAILS CHADBOURNE RE EXAMINER REQUESTS (.2); OCS INDIES RE SAME (.4).	4.90	3,356.50
10/25/12	JTM	OCS RKD AND DAP RE PRODUCTION ISSUES RE PRIVILEGE.	0.40	274.00
10/25/12	MW	PREPARE CALENDAR OF AVAILABLE DATES FOR SCHEDULING DEPOSITIONS AND INTERVIEWS WITH INDEPENDENT DIRECTORS.	1.60	344.00

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
10/25/12	MC	ATTENDANCE AT BANKRUPTCY AUCTION.	5.50	3,135.00
10/25/12	RKD	REPRESENT INDEPENDENT DIRECTORS AT AUCTION OF WHOLE LOAN PLATFORM.	3.40	1,785.00
10/25/12	RKD	EMAILS WITH J. MOLDOVAN AND D. PEIDRA REGARDING DOCUMENT PRODUCTION (.4); TELEPHONE CONFERENCE WITH D. CLARK (MOFO) REGARDING DOCUMENT REVIEW (.4).	0.80	420.00
10/26/12	DAP	PREPARE FORMAL RESPONSES TO SUBPOENAS (1.5); FINALIZE DOCUMENTS AND PRIVILEGE LOG FOR PRODUCTION (2.0); CONFERENCE WITH R. DAKIS RE: SAME (.4).	3.90	2,242.50
10/26/12	JPR	EXPORT PRIVLOG DATA OUT OF RELATIVITY FOR R. DAKIS. COORDINATE DOCUMENT PRODUCTION WITH D4.	2.10	756.00
10/26/12	JTM	OCS RD RE RMBS PRODUCTION (.4) REV PRIV LOG AND RESPONSES (1.0); CONFERENCE WITH DAP & RKD RE SAME (.4).	1.80	1,233.00
10/26/12	RKD	FINALIZE PRODUCTION OF DOCUMENTS (1.1); DRAFT PRIVILEGE LOG (6.2); REVISE MACK RESPONSE TO SUBPOENA (.7); PREPARE COVER LETTER FOR DISCOVERY RESPONSE (.4); CONFERENCE WITH D. PIEDRA AND J. MOLDOVAN REGARDING SAME (.4).	8.80	4,620.00
10/29/12	DAP	CONFERENCES WITH J. MOLDOVAN AND CORRESPONDENCE WITH INDEPENDENT DIRECTORS REGARDING DEPOSITIONS OF INDEPENDENT DIRECTORS AND EXAMINER INTERVIEWS OF INDEPENDENT DIRECTORS (1.8); TELEPHONE CONFERENCE CALL WITH J. LEAVITT MOFO REGARDING EXAMINER INTERVIEWS AND DEPOSITIONS (.4); EMAIL CORRESPONDENCE RE: SAME (.5).	2.70	1,552.50
10/29/12	JTM	MULTIPLE TCS AND EMAILS THROUGHOUT DAY RE ALL INDIE DIRECTORS RE EXAMINER INTERVIEWS (1.8); COORDINATION OF SAME (1.3); EMAILS AND CALL WITH MARC ASHLEY RE SAME (.6); EMAILS MOFO RE SAME (.6).	4.30	2,945.50
10/30/12	JTM	MULTIPLE EMAILS WITH EXAMINER COUNSEL, MOFO, AND MOCO TEAM RE EXAMINER INTERVIEWS. (1.3); EMAILS RE APPROVAL OF APA (.4).	1.70	1,164.50
10/31/12	DAP	TELEPHONE CONFERENCE CALL WITH MOFO REGARDING INDEPENDENT DIRECTOR DEPOSITIONS AND EXAMINER INTERVIEWS (.4); EMAIL CORRESPONDENCE REGARDING SAME (.5).	0.90	517.50

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
10/31/12	JTM	CONTINUED EMAILS AND CALLS RE EXAMINER INTERVIEWS WITH ALL INDEPENDANT DIRECTORS (.7); EMAILS MOFO RE SAME (.7); EMAILS ALLY COUNSEL RE GARVEY INTERVIEW (.3).	1.70	1,164.50
10/31/12	MC	REVIEW STATUS DISCOVERY SCHEDULE.	1.60	912.00
10/31/12	MC	REVIEW DRAFT WAIVER LETTER.	0.60	342.00
TOTAL TASK CODE	B260	Board of Directors Matters	313.70	185726.00
GRAND TOTAL FEES			347.90	195,438.50
		TOTAL FEES SERVICES		\$ 195,438.50

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DATE: 12/06/12
INVOICE #: 230242

TAMMY HAMZEHPOUR, GENERAL COUNSEL
GMAC RESCAP
ONE MERIDIAN CROSSINGS, SUITE 100
MINNEAPOLIS, MN 55423

TAXPAYER IDENTIFICATION
NUMBER 13-3205994

FOR PROFESSIONAL SERVICES RENDERED AS OF NOVEMBER 30, 2012

DATE	ATTY	DESCRIPTION	HOURS	VALUE
TASK CODE	B110	Case Administration		
11/01/12	MW	REVIEW COURT FILINGS FOR 11/1/12 (.3); E-MAIL DAILY DOCKET TO ATTORNEYS WITH COPIES OF PLEADINGS (.2).	0.50	107.50
11/02/12	MW	RETRIEVE COURT FILINGS FOR 11/8/12 (.4); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
11/05/12	MW	REVIEW COURT FILINGS FOR 11/3/12 THROUGH 11/5/12 (.4); E-MAIL DAILY DOCKET TO ATTORNEYS WITH COPIES OF PLEADINGS (.2).	0.60	129.00
11/06/12	MW	REVIEW COURT FILINGS FOR 11/6/12 (.3); E-MAIL DAILY DOCKET TO ATTORNEYS WITH COPIES OF PLEADINGS (.2).	0.50	107.50
11/07/12	MW	CALENDAR FOR ATTORNEYS DEPOSITIONS.	0.30	64.50
11/07/12	MW	RETRIEVE COURT FILINGS FOR 11/7/12 (.3); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
11/08/12	MW	RETRIEVE COURT FILINGS FOR 11/8/12 (.3); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
11/09/12	MW	REVIEW COURT FILINGS FOR 11/9/12 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH COPIES OF PLEADINGS (.2).	0.50	107.50
11/12/12	MW	REVIEW COURT FILINGS FOR 11/10/12 THROUGH 11/12/12 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH COPIES OF PLEADINGS (.2).	0.50	107.50
11/13/12	MW	RETRIEVE COURT FILINGS FOR 11/13/12 (.3); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
11/14/12	MW	RETRIEVE COURT FILINGS FOR 11/14/12 (.3); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
11/15/12	MW	RETRIEVE COURT FILINGS FOR 11/15/12 (.4); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
11/16/12	MW	RETRIEVE COURT FILINGS FOR 11/16/12 (.3); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00

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DATE: 12/06/12
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DATE	ATTY	DESCRIPTION	HOURS	VALUE
11/19/12	MW	RETRIEVE COURT FILINGS FROM 11/17/12 THROUGH 11/19/12; E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
11/20/12	MW	RETRIEVE COURT FILINGS FOR 11/20/12 (.4); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
11/21/12	MW	RETRIEVE COURT FILINGS FOR 11/21/12 (.3); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
11/26/12	MW	REVIEW COURT FILINGS FROM 11/22/12 THROUGH 11/26/12 (.7); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.80	172.00
11/27/12	MW	RETRIEVE COURT FILINGS FOR 11/27/12 (.3); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
11/28/12	MW	RETRIEVE COURT FILINGS FOR 11/28/12 (.4); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
11/29/12	MW	RETRIEVE COURT FILINGS FOR 11/29/12 (.4); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
11/30/12	MW	REVIEW COURT FILINGS FOR 11/30/12 (.3); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
TOTAL TASK CODE	B110	Case Administration	9.90	2128.50
TASK CODE	B160	Fee/Employment Applications		
11/08/12	MW	REVISIONS TO MC SEPTEMBER INVOICE.	0.70	150.50
TOTAL TASK CODE	B160	Fee/Employment Applications	0.70	150.50
TASK CODE	B260	Board of Directors Matters		
11/01/12	DAP	EMAIL WITH COUNSEL FOR WILMINGTON TRUST REGARDING DISCOVERY (.2); E-MAIL WITH RKD RE PRIVILEGE LOG (.3); EMAIL REGARDING BOARD MEETING (.2); REV. BOARD MTG MATERIALS (.4); REVIEW 9019 PLEADINGS (1.5).	2.30	1,322.50
11/01/12	JTM	DISCUSSIONS WITH BOARD MEMBERS CONCERNING EXAMINER INTERVIEWS.	0.60	411.00
11/01/12	MC	REVIEW COMPENSATION COMMITTEE MATERIALS (1.1); FOLLOW UP RE: DISCOVERY SCHEDULE (.9).	2.00	1,140.00
11/01/12	RKD	EMAILS WITH D. PEIDRA REGARDING SCHEDULING CALL WITH COUNSEL FOR WILMINGTON RE: PRIV LOG (.3); EMAILS WITH M. LIGHTNER (CLEARY) REGARDING SAME (.1).	0.40	210.00

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
11/02/12	DAP	PREP FOR AND ATTEND TELEPHONIC MEETING OF BOARD OF DIRECTORS OF RESCAP (1.3); REVIEW ASSET PURCHASE AGREEMENT CHANGES RE: AUCTION (1.0); TELEPHONE CONFERENCE CALL WITH TED SMITH, PAM WEST AND KARN CHOPRA RE: AUCTION PROCESS, APA CHANGES (1.5); REVIEW RESOLUTION CONCERNING UNANIMOUS WRITTEN CONSENT FOR APPROVAL OF APA'S WITH OCWEN AND BERKSHIRE (.5); TELEPHONE CALL WITH COUNSEL FOR WILMINGTON TRUST REGARDING DOCUMENT PRODUCTION AND PRIVILEGE LOG (.3); TELEPHONE CALL WITH R. DAKIS RE: SAME (.3); ISSUES CONCERNING CLAIM BAR DATE AND PROOF OF CLAIM FOR INDEPENDENT DIRECTORS (.5).	5.30	3,047.50
11/02/12	JTM	PREPARATION FOR (1.3) AND PARTICIPATION IN BOARD MEETING (1.1); MEETING OF INDEPENDENT DIRECTORS (.8); DISCUSSION WITH SMITH RE BOARD ISSUES (.4); DISCUSSION WITH ILANY RE SAME (.5).	4.10	2,808.50
11/02/12	MC	PREPARATION FOR (2.4) AND PARTICIPATION IN BOARD MEETING (1.2); COMPENSATION COMMITTEE MEETING (.9) AND MEETING OF INDEPENDENT DIRECTORS (.8).	5.30	3,021.00
11/02/12	RKD	TELEPHONE CONFERENCE WITH D. PEIDRA REGARDING CALL WITH COUNSEL FOR WILMINGTON RE: PRIV LOG (.3); TELEPHONE CONFERENCE WITH M. LIGHTNER (CLEARY), AND D. PIEDRA REGARDING SAME (.3); FOLLOW UP EMAILS WITH D. PIEDRA (.1).	0.70	367.50
11/04/12	DAP	TELEPHONE CONFERENCE CALL WITH BOARD OF DIRECTORS CONCERNING REQUEST FOR ADDITIONAL BOARD MEMBER (2.6); TELEPHONE CALL AND EMAIL EXCHANGE WITH JOE MOLDOVAN AND MICHAEL CONNOLLY REGARDING SAME (.5).	3.10	1,782.50
11/04/12	JTM	TELEPHONE CONFERENCE CALL WITH BOARD OF DIRECTORS CONCERNING REQUEST FOR ADDITIONAL BOARD MEMBER (.8); TELEPHONE CALL AND EMAIL EXCHANGE WITH DP AND MICHAEL CONNOLLY REGARDING SAME (.5).	1.30	890.50

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
11/05/12	DAP	CONFERENCE WITH JOE MOLDOVAN AND MICHAEL CONNOLLY REGARDING RECAP OF SUNDAY BOARD CALL (.4); TELEPHONE CALL WITH JOHN MACK REGARDING DISCUSSIONS WITH CREDITOR CONSTITUENTS (.9); TELEPHONE CALL WITH DAVID BROWN MOFO RE: DISCOVERY (.2); REVIEW MATERIAL IN PREP FOR DEPOSITIONS (1.0); EMAIL CORRESPONDENCE REGARDING SCHEDULING OF DEPOSITIONS (.4); BEGIN DEPOSITION PREPARATION OUTLINE (.6).	3.70	2,127.50
11/05/12	JTM	COURT CONFERENCE RE RMBS DISCOVERY (1.2); OC DP RE SUNDAY BOARD CALL (.4); CALL WITH PAM WEST AND JOHN MACK RE SAME (.8); EMAIL DEBTOR RE IMPACT OF HURRICANE ON BAR DATE (.2).	2.60	1,781.00
11/05/12	MW	PREPARE PROOF OF CLAIM FORMS ON BEHALF OF EACH DIRECTOR.	1.00	215.00
11/05/12	MC	TELEPHONIC CONFERENCE W/ P. WEST AND J. MACK REGARDING DISCOVERY AND OTHER MATTERS (.7); CONF W/ JTM AND DAP RE BOARD CALL (.4).	1.10	627.00
11/05/12	RKD	DRAFT PROOF OF CLAIM FORMS FOR INDEPENDENT DIRECTORS (1.2); DRAFT RIDER TO J. MACK PROOF OF CLAIM FORM (2.1); EMAILS WITH J. MOLDOVAN ET AL., REGARDING SAME (.2).	3.50	1,837.50
11/06/12	DAP	TELEPHONE CALL TED SMITH REGARDING DISCOVERY (5); REVIEW DEPO PREP MATERIALS REGARDING RMBS 9019 MOTION (1.0).	1.50	862.50
11/06/12	JTM	DEPO PREP FOR MACK AND SMITH INCLUDING DOC REVIEW.	6.40	4,384.00
11/06/12	MC	REVIEW DOCUMENTS IN PREP FOR T. SMITH DEPO.	1.90	1,083.00
11/06/12	RKD	EDIT PRIVILEGE LOG TO INCLUDE ADDITIONAL DESCRIPTIONS REQUESTED BY WILMINGTON COUNSEL (3.1); REVIEW DOCUMENTS IN CONNECTION WITH SAME (1.2); EMAILS WITH D. PEIDRA REGARDING SAME (.3).	4.60	2,415.00
11/07/12	DAP	EMAILS AND TELEPHONE CALLS WITH INDEPENDENT DIRECTORS AND COUNSEL FROM MOFO CONCERNING DEPOSITION SCHEDULING OF MACK AND TED SMITH, PREPARATION AND DISCOVERY (1.0).	1.00	575.00
11/07/12	JL	PREPARE FOR AUDIT COMMITTEE MEETING.	1.80	1,089.00
11/07/12	JTM	PREP FOR MACK AND SMITH DEPOS INCLUDING EXTENSIVE DOCUMENT REVIEW (6.3); EMAILS WITH EXAMINER COUNSEL (.1).	6.40	4,384.00

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
11/07/12	MW	RETRIEVE MOTIONS RELATED TO RMBS SETTLEMENTS (.2); E-MAIL RE SAME TO DAP (.1).	0.30	64.50
11/07/12	MC	REVIEW MATERIALS (I.E. PLEADINGS AND PRESENTATIONS) TO PREPARE FOR EXAMINER INTERVIEW.	1.60	912.00
11/07/12	RKD	FURTHER EDITS TO PRIVILEGE LOG TO INCORPORATE ADDITIONAL DESCRIPTIONS (.9); DRAFT KEY OF ATTORNEYS ON PRIVILEGE LOG (.3); EMAILS WITH D. PIEDRA REGARDING SAME (.2); EMAILS WITH M. LIGHTNER, ET AL., RE SAME (.2).	1.60	840.00
11/08/12	DAP	ATTEND DEPOSITION OF RUCKDASCHER (5.0); REVIEW 9019 MOTION AND PREP FOR MEETINGS WITH INDEPENDENT DIRECTORS MACK AND SMITH IN PREPARATION FOR DEPOSITIONS (3.5).	8.50	4,887.50
11/08/12	JL	ATTEND AUDIT COMMITTEE CALL/MEETING.	2.50	1,512.50
11/08/12	JTM	REVIEW DOCUMENTS FOR RMBS DEPO PREP.	3.20	2,192.00
11/08/12	MC	ATTEND AUDIT COMMITTEE MEETING (.8); REVIEW MATERIALS IN CONNECTION W/ SAME (.6); ATTENTION TO INDEPENDENT DIRECTOR INQUIRIES (.7).	2.10	1,197.00
11/08/12	RKD	REVISE DRAFT RIDER TO INDEPENDENT DIRECTORS PROOF OF CLAIM (.9); DRAFT PROOF OF CLAIM FOR P. WEST (1.1); DRAFT PROOF OF CLAIM FOR T. SMITH (1.1); DRAFT PROOF OF CLAIM FOR J. ILANY (1.4); EMAILS WITH J. MOLDOVAN, M. CONNOLLY AND D. PIEDRA REGARDING SAME (.2).	4.70	2,467.50
11/09/12	DAP	TELEPHONE CALL BROWN AT MOFO RE: EXAMINER INTERVIEWS AND DISCOVERY (.2); EMAIL J. LEVITT RE: MACK (.2); CONF JTM RE: DEPOSITIONS (.2); DEPO SCHEDULING (.2); REVIEW PROOF OF CLAIM ISSUE FOR INDEPENDENTS RE: INDEMNIFICATION (.3); DEPOSITION PREP FOR 9019 DEPOS (1.0).	2.10	1,207.50
11/09/12	JTM	ATTEND SPECIAL BOARD MEETING.	1.00	685.00
11/09/12	MW	FURTHER REVISIONS TO PROOFS OF CLAIM.	1.20	258.00
11/09/12	MC	PREPARATION FOR (2.0) AND PARTICIPATION IN BOARD MEETING (1.0); REVIEW OF PROOFS OF CLAIM (2.1); REVIEW SUMMARY (.3).	5.20	2,964.00

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
11/09/12	RKD	EMAIL WITH J. MACK REGARDING PROOF OF CLAIM (.2); EMAILS WITH P. WEST REGARDING PROOF OF CLAIM (.2); EMAILS WITH T. SMITH REGARDING PROOF OF CLAIM (.3); EMAILS WITH J. ILANY REGARDING PROOF OF CLAIM (.4); REVISIONS TO ILANY PROOF OF CLAIM (.2); DRAFT PROOF OF CLAIM FOR K. HIRTLE-GARVEY (1.1); EMAILS WITH K. HIRTLE-GARVEY REGARDING SAME (.2).	2.60	1,365.00
11/12/12	DAP	PREP FOR AND ATTEND DEPOSITION OF THOMAS MARANO (7.5); CONFERENCE JOE MOLDOVAN RE: SAME (.5).	8.00	4,600.00
11/12/12	JL	EMAIL EXCHANGE WITH MOLDOVAN RE AUDIT COMMITTEE.	0.20	121.00
11/12/12	JTM	ATTEND MARANO DEPOSITION IN RMBS MATTER (7.5); CONFERENCE WITH DAP RE SAME (.5); MEETING WITH JOHN MACK RE RMBS DEPOSITION AND OTHER BOARD MATTERS (1.6).	9.60	6,576.00
11/12/12	MC	MEETING W/ INDEPENDENT DIRECTORS (2.3); REVIEW DOCUMENTS FOR DEPOSITIONS (1.8).	4.10	2,337.00
11/13/12	DAP	PREP FOR AND ATTEND PORTION OF DEPOSITION OF TAMMY HAMZEHPOUR BY TELEPHONE (4.5); DEPOSITION PREPARATION WITH JOHN MACK AT MOFO (4.5); DOCUMENT AND EXHIBIT REVIEW FOR DEPOSITION (1.0).	10.00	5,750.00
11/13/12	JTM	MTG WITH JOHN MACK, MOFO AND OTHERS FOR MACK DEPO PREP (4.6); ATTEND HAMZEHPOUR DEPOSITION (6.2).	10.80	7,398.00
11/13/12	MW	COORDINATE FILING OF ILANY AND HIRTLE-GARVEY'S PROOFS OF CLAIM.	0.60	129.00
11/14/12	DAP	MEETING AT MOFO FOR PREP FOR JOHN MACK DEPO (1.5); ATTEND DEPOSITION OF JOHN MACK (3.2); REVIEW EXHIBITS AND PREPARE DEPOSITION MATERIALS FOR PREPARATION OF TED SMITH (3.5).	8.20	4,715.00
11/14/12	JTM	PARTICIPATE IN JOHN MACK DEPOSITION (3.2); MTG WITH COMMITTEE AND COUNSEL (1.4); MTG WITH INDIES RE COMMITTEE AND OPEN MATTERS (6.2).	10.80	7,398.00
11/14/12	MW	TRIP TO MOFO OFFICE TO PICK UP J. MACK'S PROOF OF CLAIM (.7); COORDINATE FILING SAME WITH THE BANKRUPTCY COURT (.2).	0.90	193.50
11/14/12	MC	MEETING W/ INDEPENDENT DIRECTORS AND COUNSEL (2.8); FOLLOW UP CORRESPONDENCE (.3).	3.10	1,767.00

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
11/15/12	DAP	DEPOSITION PREPARATION WITH TED SMITH (4.0); MEETING AT MOFO FOR PREPARATION OF TED SMITH (3.0); MEETING WITH MOFO CONCERNING JOHN MACK DEPOSITION TRANSCRIPT, STRATEGY FOR REMAINING DEPOSITIONS, 9019 HEARING AND EXAMINER INTERVIEWS (1.5).	8.50	4,887.50
11/15/12	JL	REVIEW MATERIAL AND ATTEND COMPENSATION COMMITTEE MEETING.	1.40	847.00
11/15/12	JTM	PREP TED SMITH FOR DEPOSITION (8.2); REVIEW MACK TR (1.3) AND DISCUSS SAME WITH TEAM (.6).	10.10	6,918.50
11/15/12	MW	FILE WEST AND SMITH'S PROOF OF CLAIM.	1.20	258.00
11/16/12	DAP	EMAIL CORRESPONDENCE WITH MOFO CONCERNING JOHN MACK AND TED SMITH EXAMINATIONS (.5); REVIEW JOHN MACK TRANSCRIPT (.5); PREPARE FOR EXAMINER INTERVIEWS OF INDEPENDENT DIRECTORS (1.2); RMBS DISCOVERY (.9); REC/REV LETTER FROM MALONEY CONCERNING ADD'L DOCUMENTS (.2); TELEPHONE CALL WITH JAMIE LEVITT AND ARIEL RUIZ (.3).	3.80	2,185.00
11/16/12	JTM	DISCUSSION WITH DP CONCERNING RMBS DISCOVERY (.9) REVIEW TRANSCRIPTS OF DEPOSITIONS, MARANO, WHITLINGER, MACK (7.3); TC GL RE SALE HEARING (.2).	8.40	5,754.00
11/18/12	DAP	EMAIL CORRESPONDENCE WITH JOHN MACK CONCERNING SALE HEARING.	0.60	345.00
11/19/12	DAP	IN COURT TO ATTEND SALE HEARING WITH JOHN MACK (5.5); REVIEW TRANSCRIPT OF JOHN MACK TESTIMONY (.5); TELEPHONE CALL WITH PETER DAY / MOFO CONCERNING EXAMINER INTERVIEWS OF INDEPENDENT DIRECTORS (1.0).	7.00	4,025.00
11/19/12	JTM	APPEAR AT SALE HEARING DISCUSSIONS AND WITH DIRECTORS DURING COURSE OF SAME (7.6); REVIEW MACK TR AND OTHER TRS RE RMBS SETTLEMENT (3.8).	11.40	7,809.00
11/19/12	RKD	REPRESENT BOARD OF DIRECTORS AT HEARING TO APPROVE SALE CONTRACT.	6.40	3,360.00
11/20/12	DAP	REVIEW TRANSCRIPT OF JOHN MACK DEPOSITION (2.6); LENGTHY MEETING WITH JOHN MACK REGARDING DEPOSITION AND PREP FOR UPCOMING EXAMINER INTERVIEW (4.0); TELEPHONE CALL JAMIE LEVITT / MOFO CONCERNING DISCOVERY ISSUES (.5); O/C WITH JTM RE SAME (.4).	7.50	4,312.50

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
11/20/12	JTM	REVIEW MATERIAL TO RESPOND TO EXAMINER SUBPOENA (2.1); OCS DP AND RD RE SAME (.4); MTG WITH MACK AND DP RE DEPOSITION (2.1); COMP COMMITTEE MEETING (1.3).	5.90	4,041.50
11/20/12	MC	PREPARATION FOR (1.2) AND PARTICIPATION IN COMPENSATION COMMITTEE MEETING (1.0).	2.20	1,254.00
11/21/12	DAP	RECEIVE AND REVIEW FINAL TRANSCRIPTS OF TOM MARANO, TAMMY HAMZEHPUR, AND JOHN RUCKDASCHER (4.2); EMAIL CORRESPONDENCE WITH EXAMINER'S COUNSEL REGARDING SUBPOENA RESPONSE (2); FINALIZE REVIEW OF MACK TRANSCRIPT (1.4).	5.80	3,335.00
11/21/12	JTM	REVIEW REVISED MACK AND HAMZEPOUR TRANSCRIPTS.	2.60	1,781.00
11/21/12	MC	REVIEW SALE ORDERS.	3.20	1,824.00
11/23/12	JTM	REVIEW MATERIALS IN PREP FOR EXAMINER INTERVIEWS, BOARD BOOKS, PRESENTATIONS, OTHER DOCUMENTS AND MATERIALS.	8.80	6,028.00
11/24/12	DAP	TELEPHONE MEETING WITH JOHN MACK CONCERNING 9019 RMBS ISSUES.	2.50	1,437.50
11/25/12	JTM	CONTINUED REVIEW OF EXAMINER MATERIALS IN CONNECTION WITH PREP FOR EXAMINATIONS.	4.70	3,219.50
11/26/12	DAP	TELEPHONE CALL AND PREPARATION WITH JONATHAN ILANY AND JOE MOLDOVAN (2.5); REVIEW MATERIALS FOR ILANY PREPARATION (2.5); RECEIVE AND REVIEW EXAMINER SUBMISSIONS FROM FGIC, MBIA, SENIOR UNSECURED NOTE HOLDERS AND COMMITTEE OF UNSECURED CREDITORS (4.5); TELEPHONE CALL WITH JAMIE LEVITT (.4).	9.90	5,692.50
11/26/12	JTM	MEETING WITH DAP & J. ILANY RE ILANY DEPO (2.5); REVIEW MATERIALS FOR PREP FOR ILANY EXAMINATION (3.4).	8.90	6,096.50

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
11/27/12	DAP	REVIEW MATERIALS FOR ILANY PREPARATION (2.2); ATTEND PREPARATION SESSION FOR JONATHAN ILANY INTERVIEW (6.5); TELEPHONE CALL WITH DARRYL RAINS CONCERNING JOHN MACK (.4); TELEPHONE CALL WITH TED SMITH CONCERNING EXAMINER INTERVIEW (.4); PREPARE FOR ILANY INTERVIEW (1.4); DRAFT LETTER TO TOM MALONEY CONCERNING MACK SUBPOENA (.8); EMAIL CORRESPONDENCE JAMIE LEVITT REGARDING DISCOVERY (.4); REVIEW EMAIL CORRESPONDENCE FROM CLEARY GOTTLEIB REGARDING SUBPOENA (.4); DRAFT EMAIL TO TOM MALONEY (.6); O/C WITH RFD RE EXAMINER SUBPOENA (.3).	12.40	7,130.00
11/27/12	JTM	REVIEW MATERIAL FOR JOHN ILANY EXAMINATION (5.4); PREP ILANY FOR EXAMINATION (6.2).	11.60	7,946.00
11/27/12	RKD	OFFICE CONFERENCE WITH D. PIEDRA REGARDING ILANY RESPONSE TO EXAMINER SUBPOENA (.3); REVISE PRIVILEGE LOG TO RESPONSE TO ILANY SUBPOENA (1.1); DRAFT RESPONSE TO ILANY SUBPOENA (1.2); EMAILS WITH J. MOLDOVAN AND D. PIEDRA REGARDING SAME (.3); EMAIL WITH C. CHILD REGARDING SAME (.2).	3.10	1,627.50
11/28/12	DAP	PREPARE FOR AND ATTEND EXAMINER INTERVIEW WITH JONATHAN ILANY (7.0); TELEPHONE CALL WITH DARRYL RAINS REGARDING DEPOSITION (.4); PREPARE FOR TED SMITH INTERVIEW PREP (1.5).	8.90	5,117.50
11/28/12	JTM	PARTICIPATE IN ILANY EXAMINATION (6.1); REVIEW MATERIAL FOR TED SMITH EXAMINATION (4.8).	10.90	7,466.50
11/28/12	MC	PARTICIPATION IN TELEPHONE BOARD MEETING.	0.90	513.00
11/28/12	RKD	REVIEW EXAMINER PROTECTIVE ORDER (.8); EMAILS WITH S. HOURANG (LUSKIN) REGARDING EXAMINER ISSUES WITH GOLDIN PRODUCTION (.6); REVIEW DOCUMENTS MARKED AS HIGHLY CONFIDENTIAL IN CONNECTION WITH SAME (2.3).	3.70	1,942.50
11/29/12	DAP	PREPARE FOR AND MEET WITH TED SMITH TO PREPARE FOR EXAMINER INTERVIEW (6.5); REVIEW MATERIALS FOR EXAMINER INTERVIEW (1.5); REVISE MACK TRANSCRIPT (1.0); TELEPHONE CALL JOHN MACK CONCERNING DISCOVERY (.5).	9.50	5,462.50
11/29/12	JTM	REVIEW MATERIAL FOR TED SMITH EXAMINATION (6.6); PREP TED SMITH FOR EXAMINATION (6.8).	13.40	9,179.00

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
11/29/12	MW	SEARCH FOR VARIOUS PRESENTATIONS BY SKADDEN AND MOFO (.8); E-MAIL SAME TO RKD (.1); FOLLOW UP WITH JTM RE: SAME (.1).	1.00	215.00
11/30/12	DAP	PREP FOR AND ATTEND EXAMINER INTERVIEW OF EDWARD F. SMITH III (7.0); EMAIL CORRESPONDENCE WITH JAMIE LEVITT RE: DISCOVERY (.4); REVIEW PROPOSED LETTER TO MARK ASHLEY (.4); BEGIN RESEARCH CONCERNING DIRECTOR BREACH OF FIDUCIARY DUTY ASSERTIONS CONTAINED IN BRIEF SUBMITTED TO THE EXAMINER BY COUNSEL FOR WILMINGTON TRUST (1.5).	9.30	5,347.50
11/30/12	ET	REVIEWED MATERIALS IN PREPARATION OF TED SMITH EXAMINATION.	0.80	388.00
11/30/12	JTM	PREP FOR TED SMITH EXAMINER EXAMINATION (3.4); APPEAR AT TED SMITH EXAMINATION (5.8).	9.20	6,302.00
TOTAL TASK CODE	B260	Board of Directors Matters	379.00	231966.50
GRAND TOTAL FEES			389.60	234,245.50
		TOTAL FEES SERVICES		\$ 234,245.50

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DATE: 02/11/13
INVOICE #: 232437

TAMMY HAMZEHPOUR, GENERAL COUNSEL
GMAC RESCAP
ONE MERIDIAN CROSSINGS, SUITE 100
MINNEAPOLIS, MN 55423

TAXPAYER IDENTIFICATION
NUMBER 13-3205994

FOR PROFESSIONAL SERVICES RENDERED AS OF DECEMBER 31, 2012

DATE	ATTY	DESCRIPTION	HOURS	VALUE
TASK CODE	B110	Case Administration		
12/04/12	MW	REVIEW COURT FILINGS FOR 12/4/12 (.3); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.30	64.50
12/05/12	MW	REVIEW COURT FILINGS FOR 12/5/12 (.3); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
12/06/12	MW	REVIEW COURT FILINGS FOR 12/6/12 (.3); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
12/07/12	JPR	UPLOADED DATA TO D4 FOR PROCESSING TO RELATIVITY.	0.80	288.00
12/11/12	MW	REVIEW COURT FILINGS FOR 12/11/12 (.3); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
12/12/12	MW	REVIEW COURT FILINGS FOR 12/12/12 (.4); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
12/13/12	MW	REVIEW COURT FILINGS FOR 12/13/12 (.3); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
12/13/12	MW	PREPARING BINDERS FOR JTM WITH DOCUMENTS SUBMITTED PER EXAMINER'S REQUEST.	2.60	559.00
12/14/12	MW	REVIEW COURT FILINGS FOR 12/14/12 (.3); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
12/18/12	MW	REVIEW COURT FILINGS FOR 12/18/12 (.2); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.30	64.50
12/19/12	MW	REVIEW COURT FILINGS FOR 12/19/12 (.3); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
12/20/12	MW	REVIEW COURT FILINGS FOR 12/20/12 (.4); E-MAIL DAILY DOCKET WITH PLEADINGS (.1).	0.50	107.50
TOTAL TASK CODE	B110	Case Administration	7.40	1707.00
TASK CODE	B160	Fee/Employment Applications		
12/07/12	MW	REVIEW MC NOVEMBER INVOICE (.3); REVISE SAME(.5); DRAFT COVER LETTER (.4).	1.20	258.00

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TOTAL TASK CODE	B160	Fee/Employment Applications	1.20	258.00
TASK CODE	B170	Fee/Employment Objections		
12/07/12	MW	REVIEW US TRUSTEE OBJECTION TO FEE APPLICATIONS (.4); E-MAIL SAME TO RKD (.1).	0.50	107.50
12/07/12	RKD	REVISE MONTHLY FEE STATEMENTS TO REMOVE CONFIDENTIAL MATERIALS (1.1); OFFICE CONFERENCE WITH M. WIATRAK REGARDING SAME (.1); EMAILS WITH M. CONNOLLY REGARDING SAME (.1); REVIEW UST OBJECTION TO MOCO FIRST QUARTERLY FEE APPLICATION (.7); OFFICE CONFERENCE WITH J. MOLDOVAN REGARDING SAME (.1).	2.10	1,102.50
12/12/12	NS	CONFERENCE WITH ROBERT DAKIS RE: PORTION OF U.S. TRUSTEE'S OMNIBUS OBJECTION TO FIRST INTERIM FEE APPLICATIONS RELEVANT TO MORRISON COHEN (MOCO), AND NEED FOR A PROMPT INFORMAL RESPONSE (0.2); REVIEW RELEVANT PORTIONS OF U.S. TRUSTEE'S OBJECTION AND MOCO FIRST INTERIM FEE APPLICATION (0.6).	0.80	360.00
12/13/12	NS	ANALYSIS OF U.S. TRUSTEE'S FEE APPLICATION OBJECTION AND DRAFT A SUMMARY RESPONSE (4.5); DRAFT A TRANSMITTAL E-MAIL TO U.S. TRUSTEE'S ATTORNEYS WITH THE SUMMARY RESPONSE AND REQUESTING A CONFERENCE CALL TO DISCUSS THEIR OBJECTION AND THE MOCO RESPONSE (0.3).	4.80	2,160.00
12/14/12	NS	PREPARE FOR AND PARTICIPATE IN CONFERENCE CALL WITH U.S. TRUSTEE'S ATTORNEYS RE: MOCO PORTION OF U.S. TRUSTEE'S OMNIBUS OBJECTION TO FIRST INTERIM FEE APPLICATIONS AND THE MOCO RESPONSE (1.7); FOLLOW-UP EXPENSE AND FEE CALCULATIONS TO ADDRESS QUESTIONS POSED BY THE U.S. TRUSTEE'S ATTORNEYS DURING CONFERENCE CALL (0.5); DRAFT SUPPLEMENTAL E-MAIL REPLY TO U.S. TRUSTEE'S ATTORNEYS WITH ANSWERS AND COUNTER-OFFER TO RESOLVE THE OBJECTION (0.3); REVIEW REPLY E-MAIL FROM U.S. TRUSTEE'S ATTORNEY ACCEPTING THE MOCO COUNTER-OFFER TO RESOLVE THE OBJECTION, ADVISE ROBERT DAKIS (0.1).	2.60	1,170.00
12/14/12	RKD	TELEPHONE CONFERENCE WITH B. MASOMOTO, M. DRISCOLL AND N. SIEGEL REGARDING UST OBJECTION TO MOCO FEE APPLICATION (.6); OFFICE CONFERENCES WITH J. MOLDOVAN, AND M. CONNOLLY REGARDING SAME (.2); EMAILS WITH J. LEVY, ET AL., REGARDING SAME (.1).	0.90	472.50

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
12/18/12	NS	FOLLOW-UP COMMUNICATIONS WITH U.S. TRUSTEE'S COUNSEL CONFIRMING RESOLUTION OF THEIR FEE OBJECTION.	0.30	135.00
12/20/12	RKD	ATTEND OMNIBUS HEARING, INCLUDING HEARING ON FEE APPLICATIONS (5.1).	5.10	2,677.50
TOTAL TASK CODE	B170	Fee/Employment Objections	17.10	8185.00
TASK CODE	B260	Board of Directors Matters		
12/01/12	DAP	REVIEW AND COMMENT ON PROPOSED LETTER TO CLEARY CONCERNING IB FINANCE TRANSACTION ISSUE RAISED DURING EXAMINER INTERVIEW OF TED SMITH (.5); EMAIL CORRESPONDENCE WITH JAMIE LEVITT RE: SAME (.4); REVIEW NOTES REGARDING INDEPENDENT DIRECTOR COMMITTEE MEETINGS (.4); REVIEW DOCUMENT PRODUCTION FOR CLEARY (.4).	1.70	977.50
12/01/12	JTM	REVIEW AND RESPOND TO EMAILS RE PRODUCTION OF MATERIAL TO EXAMINER AND WILMINGTON (.9); REVIEW PROPOSED EMAIL TO COUNSEL FOR EXAMINER RE SMITH EXAMINATION (.5).	1.40	959.00
12/02/12	JTM	REVIEW OF MATERIAL POST TED SMITH EXAMINATION FOR SUPPLEMENAL SUBMISSION TO EXAMINER.	3.70	2,534.50
12/03/12	DAP	REVIEW MATERIALS FOR JOHN MACK INTERVIEW PREPARATION (3.5); MEET WITH JOHN MACK FOR INTERVIEW PREPARATION (4.5); CONFERENCE JTM AND LEVITT AT MOFO RE: 9019 STATUS AND STRATEGY (.5); REVIEW MACK DEPOSITION TRANSCRIPT FOR FURTHER CHANGES (.5); RECEIVE/REVIEW CORRESPONDENCE FROM TOM MALONEY CONCERNING SUBPOENA TO JOHN MACK (.4); PREPARE RESPONSE TO MALONEY LETTER (.5).	9.90	5,692.50
12/03/12	JTM	PREP JOHN MACK FOR EXAMINATION BY EXAMINER (4.4); REVIEW MATERIALS IN CONNECTION WITH SAME (3.7); REVIEW MOTION TO APPOINT MEDIATOR (.8).	8.90	6,096.50
12/04/12	DAP	REVIEW MATERIALS FOR EXAMINER INTERVIEW BINDER (4.5) PREPARE FOR THE EXAMINER INTERVIEW OF JOHN MACK, MEETING WITH JOHN MACK, JOE MOLDOVAN AND JAMIE LEVITT AT MOFO (5.5); CORRESPONDENCE WITH MOFO RE: SAME (.4); ATTEND TO COLLECTION OF DOCUMENTS FROM FORMER DIRECTOR KARIN HIRTLE-GARVEY (.8); CORRESPONDENCE JOEL HAIMS AT MOFO CONCERNING D&O INSURANCE RENEWAL/EXTENSION FOR INDEPENDENTS (.6).	11.80	6,785.00

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
12/04/12	JTM	REVIEW MATERIALS AND PREP JOHN MACK FOR EXAMINATION.	8.60	5,891.00
12/04/12	MC	PREPARATION FOR (.9) AND PARTICIPATION IN COMPENSATION COMMITTEE MEETING (1.1).	2.00	1,140.00
12/05/12	DAP	PREPARE FOR EXAMINER INTERVIEW OF JOHN MACK (2.2); ATTEND EXAMINER INTERVIEW OF JOHN MACK (5.0); REVIEW CREDITOR'S SUBMISSIONS TO THE EXAMINER WHICH ASSERT POTENTIAL CLAIMS AGAINST DIRECTORS AND BEGIN PREPARATION FOR A RESPONSE TO SAME (3.0); RESEARCH CONCERNING REDACTED FOR PRIVILEGE (2.6); DISCUSSIONS WITH FTI REGARDING FORENSIC EXAMINATION OF EMAIL OF JOHN MACK (.6).	13.40	7,705.00
12/05/12	JTM	PREP FOR (4.2) AND PARTICIPATE IN MACK EXAMINATION (4.0).	8.20	5,617.00
12/06/12	DAP	CONFERENCE CALL WITH FTI CONCERNING REVIEW OF JOHN MACK COMPUTER (.5); COORDINATE THE SEARCH AND REVIEW OF JOHN MACK COMPUTER FOR RESPONSIVE DOCUMENTS (.8); RESEARCH REDACTED FOR PRIVILEGE (3.3); DRAFT RESPONSE TO WILMINGTON TRUST EXAMINER SUBMISSION (7.0); COMMUNICATIONS WITH MOFO RE: SAME (.5).	12.10	6,967.50
12/06/12	JTM	TC DAN DONOVAN RE GARVEY INTERVIEW (.2); OC DP RE SAME (.1); TC K&E W/ DP RE GARVEY INTERVIEW (.7); MEETING WITH GARVEY AND MC FOR PREP (2) PREP FOR GARVEY INTERVIEW (6.3).	9.30	6,370.50
12/06/12	MC	MEETING W/ KARIN HIRTLE-GARVEY IN PREPARATION FOR INTERVIEW.	1.50	855.00
12/07/12	JL	PARTICIPATE IN COMPENSATION COMMITTEE CALL	0.50	302.50
12/07/12	JTM	BOARD CALL (.5); COMP COM CALL (.7); REVIEW MATERIAL FOR EXAMINER AND REVIEW EXAMINER SUBMISSIONS (4.6).	5.80	3,973.00
12/07/12	LM	PREPARE ERRATA SHEET FOR DEPOSITION TRANSCRIPT OF JOHN MACK.	2.30	575.00
12/07/12	RKD	EMAILS WITH J. LEVITT, D. RAINS AND J. MACK REGARDING DEPOSITION ERRATA SHEET (.3).	0.30	157.50

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
12/09/12	JTM	REVIEW PARTIES' SUBMISSIONS TO EXAMINER (3.8); REVIEW MARANO DEPO TRANSCRIPT (2.7); REVIEW PROPOSED MACK ERRATA (.9).	7.40	5,069.00
12/10/12	JTM	OCS RD RE EXPERT DEPOSITIONS (.2); EMAILS DEBTORS' COUNSEL RE SAME (.2); CONTINUED REVIEW OF RMBS SUBMISSIONS (3.7); PREP FOR GARVEY EXAMINER INTERVIEW (3.1); REVIEW THIRD PARTY EXAMINER SUBMISSIONS (3.4).	10.70	7,329.50
12/10/12	MC	REVIEW RMBS SUBMISSIONS.	3.70	2,109.00
12/10/12	RKD	REVIEW DRAFT RESPONSE TO RMBS SETTLEMENT FROM WILMINGTON (.7); REVIEW DRAFT RMBS RESPONSE FROM FGIC (.8); REVIEW DRAFT RMBS RESPONSE FROM COMMITTEE (.7); CREATE CHART OF J. MACK REFERENCES IN SAME (1.2); EMAILS WITH E. HAMMERQUIST (FTI) REGARDING MACK EMAIL COLLECTION (.2).	3.60	1,890.00
12/11/12	DAP	EMAIL CORRESPONDENCE DAKIS REGARDING MACK DOCUMENT SEARCH AND RESPONSES (.3).	0.30	172.50
12/11/12	JTM	REVIEW PROPOSED DRAFT EXAMINER RESPONSE (4.2); REVIEW CIERI LETTER TO UCC (.4); REVIEW DRAFT BOARD PRESENTATION (1.6).	6.20	4,247.00
12/11/12	MC	REVIEW CREDITORS COMMITTEE/AFI DOCUMENTS.	1.60	912.00
12/12/12	DL	CONF. JTM RE: GOVERNANCE ISSUES AND STATUS.	0.30	175.50
12/12/12	DAP	CONFS JTM RE: BK CASE STRATEGY PRESENTATION FOR BOARD (.8); REV MATERIAL IN PREP FOR PAM WEST INTERVIEW (.8); CORRESPONDENCE MOFO RE: EXAMINER RESPONSES (.2).	1.80	1,035.00
12/12/12	JTM	ALL HANDS CALL RE BOARD STRATEGY PRESENTATION (1.4); REVIEW OF MATERIAL IN CONNECTION WITH SAME (2.2); PREP FOR WEST EXAMINER INTERVIEW (3.2); REVIEW OF RMBS LITIGANTS SUBMISSIONS AND PROPOSED RESPONSES (2.9); REVIEW EXAMINER SUBMISSIONS (2.1); TC JON ILANY RE UCC ISSUES (.4).	12.20	8,357.00
12/13/12	DL	CONF. JTM, MC, DAP, JL, RD RE: GOVERNANCE ISSUES DUTIES OF DIRECTORS, STATUS OF CLAIMS OF COMPETING CREDITORS CLASSES.	1.20	702.00
12/13/12	DL	REVIEW BOARD PRESENTATION MATERIALS.	1.00	585.00

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
12/13/12	DAP	MEETING WITH JOHN MACK AT MOCO CONCERNING DEPOSITION AND EXAMINER INTERVIEW (2.5); REVIEW DRAFT RESPONSES TO EXAMINER SUBMISSIONS BY VARIOUS CREDITOR CONSTITUANTS (4.5); LENGTHY TELEPHONE CALL WITH TED SMITH CONCERNING THE STATUS OF BANKRUPTCY CASE AND STRATEGY IN PREPARATION FOR BOARD MEETING (1.9); REVIEW BOARD MEETING DECK AND MATERIALS IN PREP FOR BOARD MEETING (1.2); MEETING WITH JTM, RKD, DAP, MC, DL AND JL REGARDING STATUS AND STRATEGY FOR CASE (1.2).	11.30	6,497.50
12/13/12	JL	O/C WITH JRM, DAP, MC, DL AND RKD RE GOVERNANCE ISSUES (1.2); REVIEW BOARD MATERIAL FOR 12/14/12 MEETING (1.3).	2.50	1,512.50
12/13/12	JTM	REVIEW AND COMMENT ON PROPOSED SUBMISSIONS TO EXAMINER: JSN/SUN (3.2); STEERING COMMITTEE/TAL FRANKLIN (3.9); OMNIBUS (PLS AND MONOLINE) (3.6); MEETING WITH JOHN MACK AND DP RE RMBS DEPOSITION (.5); MEETING WITH MOCO TEAM RE CASE STRATEGY GOING FORWARD (1.2).	12.40	8,494.00
12/13/12	LM	UPDATED THE CHANGES TO THE ERRATA SHEET OF JOHN MACK.	0.60	150.00
12/13/12	MC	REVIEW BOARD MATERIALS.	3.30	1,881.00
12/13/12	RKD	CONFERENCE WITH J. MOLDOVAN, J. LEVY, D. PIEDRA, M. CONNOLLY, AND D. LERNER REGARDING PLAN PROCESS AND INDEPENDENT DIRECTOR ISSUES (1.2).	1.20	630.00
12/13/12	RKD	OFFICE CONFERENCE WITH J. MOLDOVAN AND D. PIEDRA REGARDING RMBS DISCOVERY FROM INDEPENDENT DIRECTORS (.2); TELEPHONE CALL WITH M. DOLAN (CLEARY) REGARDING J. MACK DOCUMENT REQUESTS (.2); FOLLOW UP EMAILS WITH M. DOLAN REGARDING SAME (.8); FOLLOW UP EMAILS WITH D. PIEDRA REGARDING SAME (.3); EMAILS WITH E. HAMMERQUIST REGARDING MACK EMAIL SEARCHES (.2).	1.70	892.50
12/14/12	DAP	PREPARE FOR AND ATTEND MEETING OF BOARD OF DIRECTORS (3.2); MEETING WITH JOHN MACK CONCERNING ERRATA OF DEPOSITION (1.5); FINALIZE ERRATA SHEET (.5); ATTEND TO SERVICE OF ERRATA SHEET (.5); PREPARE FOR INTERVIEW OF PAM WEST AND ATTEND TO DOCUMENT COLLECTION ISSUES (1.5); CONFERENCES WITH RKD, JTM, JL, MC AND DL RE EXAMINER'S WORK PLAN (1.1) REVIEW MATERIALS FOR PAM WEST INTERVIEW (.5).	8.80	5,060.00

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
12/14/12	JPR	COORDINATE PROCESSING OF CLIENT DATA BY D4.	1.00	360.00
12/14/12	JTM	BOARD MEETING (3); REVIEW OF MATERIALS IN CONNECTION WITH SAME (1.3); MEETING WITH INDIES RE SAME (1); OC RD RE UST ISSUES RE FEE APP (.3); PREP FOR NEXT ROUND OF EXAMINER EXAMINATIONS INCLUDING REVIEW OF PRIOR FAIRNESS OPINIONS AND RELATED MATERIALS (2.2); CONFERENCES WITH RKD, DAP, JL, MC AND DL RE EXAMINER'S WORK PLAN (1.1).	8.80	6,028.00
12/14/12	MC	ATTENDANCE AT BOARD MEETING AT MORRISON FOERSTER (1.4); CONFERENCE WITH RKD, JTM, JL, DAP AND DL RE PLAN OR REORGANIZATION ISSUES FROM INDEPENDENT DIRECTOR (1.1).	2.50	1,425.00
12/14/12	RKD	OFFICE CONFERENCE WITH J. MOLDOVAN, J. LEVY, M. CONNOLLY, D. LERNER, AND D. PIEDRA REGARDING EXAMINER'S WORK PLAN AND PLAN OF REORGANIZATION ISSUES FOR INDEPENDENT DIRECTORS (1.1); REPRESENT INDEPENDENT DIRECTORS AT BOARD MEETING (3.1); EMAILS WITH E. HAMMERQUIST REGARDING J. MACK EMAIL SEARCHES (.2).	4.40	2,310.00
12/16/12	JTM	REVIEW PREP MATERIALS FOR PAM WEST AND KARIN HIRTLE GARVEY FOR EXAMINER INTERVIEWS.	7.20	4,932.00
12/17/12	DAP	REVIEW MATERIALS FOR PAM WEST EXAMINER INTERVIEW PREP (2.5); ATTEND PREPARATION MEETING WITH PAM WEST, JOE MOLDOVAN, JAMIE LEVITT IN CONNECTION WITH PREPARATION OF PAM WEST FOR EXAMINER INTERVIEW (5.5); ATTEND TO JOHN MACK ERRATA (.5); REVIEW EXPERT REPORTS AND BEGIN PREPARATION FOR EXPERT CROSS EXAMINATION (2.5).	11.00	6,325.00
12/17/12	JPR	COORDINATE RESCAP DOCUMENT PRODUCTION. ASSIST SETUP OF MACK DOCUMENT REVIEW BATCHES FOR N. SIEGEL AND R. SAENGER.	1.60	576.00
12/17/12	JTM	PAM WEST EXAMINER PREP (5.4); CONTINUED PREP FOR SAME (3.2); MEETING AT MOFO WITH STRATEGY TEAM (1); MEETING WITH PAM WEST AND TED SMITH AND MICHAEL CONNOLLY RE EXAMINATIONS AND PROGRESS OF CASE (1.5).	11.10	7,603.50
12/17/12	MC	REVIEW COURT DOCUMENTS (2.3). ATTENDANCE AT MEETINGS AT MORRISON FORESTER (2.6).	4.90	2,793.00

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12/17/12	NS	CONFERENCE WITH ROBERT DAKIS RE: REDACTED FOR PRIVILEGE (0.4); REVIEW DOCUMENT REQUEST, CONFIRM BATCHES OF DOCUMENTS TO REVIEW IN DATABASE, REVIEW 96 DOCUMENTS IN DATABASE (2.3).	2.70	1,215.00
12/17/12	RKD	REVIEW 502 J. MACK DOCUMENTS (4.9); PRODUCE K. HIRTLE-GARVEY DOCUMENTS TO EXAMINER (.3); EMAILS WITH D. PIEDRA REGARDING DOCUMENT PRODUCTION (.2); OFFICE CONFERENCE WITH N. SIEGEL REGARDING DOCUMENT REVIEW (.4).	5.80	3,045.00
12/18/12	DAP	PREP FOR AND ATTEND EXAMINER INTERVIEW OF PAM WEST (6.5); CONFS DAKIS RE: MACK PRODUCTION (.6); REVIEW DRAFT PRIV LOG FOR MACK PRODUCTION (.6); REVIEW K&E BINDER FOR KARIN HIRTLE-GARVEY INTERVIEW (2.5); ANALYSIS OF ROSSI EXPERT REPORT (FIGIC) (1.0).	11.20	6,440.00
12/18/12	JL	REVIEW AUDIT COMMITTEE MEETING PACKAGE.	0.80	484.00
12/18/12	JTM	PAM WEST EXAMINATION BY CHADBOURNE (6); OCS DAP AND RD RE MACK DISCOVERY AND PRODUCTION (.6); PREP FOR KH GARVEY EXAMINATION INCLUDING REVIEW OF MATERIALS AND DECKS (4.6); REVIEW PRIVILEGE LOG (.7).	11.90	8,151.50
12/18/12	MW	PREPARE REVISE LETTER FORWARDING THE ERRATA SHEETS FOR THE DEPOSITION OF JOHN MACK.	0.50	107.50
12/18/12	NS	REVIEW 1,015 ELECTRONIC DOCUMENTS FOR SUPPLEMENTAL PRODUCTION PURSUANT TO WILMINGTON TRUST DOCUMENT REQUESTS (9.8); O/C WITH RKD AND NS RE SAME (.3).	10.10	4,545.00
12/18/12	RS	REVIEW DOCUMENTS 1100 (8.8); T/C WITH N. SIEGEL AND R. DAKIS RE: SAME (.3); REVIEW DOCUMENT REQUESTS (.5).	9.60	3,648.00
12/18/12	RKD	REVIEW 812 J. MACK DOCUMENTS (5.8); REVIEW ROSSI EXPERT REPORT IN PREPARATION FOR DEPOSITION (1.4); EMAILS WITH D. PIEDRA AND J. MOLDOVAN REGARDING SAME (.6); O/C WITH RS AND NS RE DOCUMENT REVIEW (.3).	8.10	4,252.50

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12/19/12	DAP	REVIEW ROSSI EXPERT REPORT AND PREPARE QUESTIONS FOR ROSSI DEPOSITION EXAMINATION (3.5); ATTEND ROSSI DEPOSITION (5.0); MEETING WITH KARIN HIRTLE-GARVEY CONCERNING EXAMINER INTERVIEW (.5); CONF R. DAKIS RE: PRIVILEGE LOG AND DOCUMENT PRODUCTION FOR JOHN MACK (.5).	9.50	5,462.50
12/19/12	JL	PARTICIPATE IN AUDIT COMMITTEE CALL.	2.00	1,210.00
12/19/12	JTM	KARIN HIRTLE-GARVEY PREP FOR EXAMINATION WITH MOFO AND DP (6.0); CONTINUED PREP POST MTG (3.1); OC RD RE PRIVILEGE LOG (.5).	9.60	6,576.00
12/19/12	MC	PREPARATION OF WITNESS FOR EXAMINER REVIEW.	5.90	3,363.00
12/19/12	NS	REVIEW 725 DOCUMENTS IN DATABASE FOR URGENT SUPPLEMENTAL DOCUMENT PRODUCTION.	5.90	2,655.00
12/19/12	RS	CORRECT CODING ON 324 DOCUMENTS (5.2); REVIEW AND CODE 819 DOCUMENTS (4.2).	9.40	3,572.00
12/19/12	RKD	REVIEW 113 J. MACK DOCUMENTS (1.1); REVISE PRIVILEGE LOG TO INCORPORATE NEW DOCUMENTS (5.7); ATTEND ROSSI DEPOSITION (4.7); O/C WITH DAP RE PRIVILEGE LOG (.5).	12.00	6,300.00
12/20/12	DAP	PREP FOR (1.0) AND ATTEND INTERVIEW OF KARIN HIRTLE-GARVEY (6.5); CONFS R. DAKIS CONCERNING MACK PRODUCTION AND UPDATED PRIV LOG (.6).	8.10	4,657.50
12/20/12	JPR	COORDINATE RESCAP DOCUMENT PRODUCTION.	1.00	360.00
12/20/12	JTM	PREP FOR (1.9) KARIN HIRTLE-GARVEY EXAMINATION AT CHADBOURNNE (6.2); EMAILS MOFO RE PACHULSKI RETENTION QUESTIONS (.2); EMAIL NILENE EVANS RE ALLY ERMINATION OF SERVICING AGREEMENT (.4); OCS RKD AND DAP RE ADDITIONAL MACK FILE REVIEW AND PRODUCTION (.6).	9.10	6,233.50
12/20/12	MC	ATTENDANCE AT EXAMINER'S INTERVIEW OF KARIN HIRTLE-GARVEY.	7.20	4,104.00
12/20/12	NS	REVIEW 212 DOCUMENTS IN ELECTRONIC DATABASE FOR URGENT SUPPLEMENTAL DOCUMENT PRODUCTION.	1.90	855.00
12/20/12	RKD	CONTINUE REVISING J. MACK PRIVILEGE LOG TO INCORPORATE NEW DOCUMENTS (3.6); PREPARE DOCUMENTS FOR SUPPLEMENTAL PRODUCTION (1.2); EMAILS WITH J. MOLDOVAN AND D. PIEDRA REGARDING SAME (.6).	5.70	2,992.50

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DATE	ATTY	DESCRIPTION	HOURS	VALUE
12/21/12	DAP	EMAIL CORRESPONDENCE WITH JOHN MACK RE: EMAIL PRODUCTION (.4); NUMEROUS EMAILS WITH PAM WEST RE: EXAMINER DOCUMENT PRODUCTION (.4); REVIEW MATERIALS PRODUCED BY PAM WEST (.4); REVIEW AND REVISE PROPOSED LETTER TO COUNSEL FOR WILMINGTON TRUST CONCERNING MACK PRODUCTION AND UPDATED PRIV LOG (.4); EMAIL CORRESPONDENCE J. LEVITT AT MOFO RE: 9019 DELIVERABLES IN EARLY JANUARY (.4).	2.00	1,150.00
12/21/12	JPR	COORDINATE RESCAP DOCUMENT PRODUCTION.	0.30	108.00
12/21/12	JTM	REVIEW MACK PRODUCTION TO WILMINGTON (1.3); GOLDIN DECKS RE FAIRNESS OF VARIOUS TRANSACTIONS (2.4).	3.70	2,534.50
12/21/12	JTM	REVIEW DRAFT RESPONSE RE RMBS DISPUTE (2.4).	2.40	1,644.00
12/21/12	MC	PREPARATION FOR AND PARTICIPATION IN BOARD MEETING (1.2); REVIEW WEEKLY REPORT (.3); REVIEW DOCKET (.4).	1.90	1,083.00
12/27/12	JTM	REVIEW LITIGATION ASSESSMENT AND BOARD PRESENTATION IN CONNECTION WITH UPCOMING BOARD MEETING.	1.20	822.00
12/28/12	JTM	REVIEW BOARD PACKAGE IN CONNECTION WITH BOARD CALL (.8); BOARD CALL (1.4); POST CAL WITH INDEPENDANT DIRECTORS (.6); CALL WITH JIM TANNENBAUM (.2); CALL WITH JILANY, BOARD MEMBER (.4); ADDITIONAL VALL WITH INDEPENDANT DIRECTORS RE UCC ISSUES (.4); REVIEW CORRESPONDENCE RE COMMUNICATIONS WITH UCC (.3).	4.10	2,808.50
12/28/12	MC	PREPARATION FOR AND PARTICIPATION IN BOARD MEETINGS (2.6); PREPARATION FOR AND PARTICIPATION IN MEETING W/ INDEPENDENT DIRECTORS (.6).	3.20	1,824.00
TOTAL TASK CODE	B260	Board of Directors Matters	412.50	244846.00
GRAND TOTAL FEES			438.20	254,996.00
		TOTAL FEES SERVICES		\$ 254,996.00

EXHIBIT D

Morrison Cohen LLP September 1, 2012 to December 31, 2012						
Expense Detail						
Row Number	Date of Service	Nature of Expense	Timekeeper Last Name	Timekeeper First Name	Expense Description	Expense (\$)
1.	8/14/2012	Court Filings and Misc	Moldovan	Joseph	CourtCall charge for telephonic hearing	\$30.00
2.	8/23/2012	Court Filings and Misc	Moldovan	Joseph	CourtCall charge for telephonic hearing	\$58.00
3.	9/21/2012	Court Filings and Misc	Moldovan	Joseph	CourtCall charge for telephonic hearing	\$72.00
4.	9/21/2012	Court Filings and Misc	Moldovan	Joseph	CourtCall charge for telephonic hearing	\$72.00
5.	9/25/2012	Court Filings and Misc	Moldovan	Joseph	CourtCall charge for telephonic hearing	\$114.00
6.	10/23/2012	Court Filings and Misc	Moldovan	Joseph	CourtCall charge for telephonic hearing	\$65.00
7.	11/14/2012	Court Filings and Misc	Moldovan	Joseph	CourtCall charge for telephonic hearing	\$30.00
8.	12/6/2012	Court Filings and Misc	Moldovan	Joseph	CourtCall charge for telephonic hearing	\$112.00
					TOTAL	\$553.00
9.	9/17/2012	Telephone/Facsimile	Connolly	Michael	Charge for hosting conference call with Ind. Dir.	\$101.68
10.	10/9/2012	Telephone/Facsimile	Moldovan	Joseph	Charge for hosting conference call with Ind. Dir.	\$177.94
11.	10/9/2012	Telephone/Facsimile	Piedra	David	Charge for hosting conference call with Ind. Dir.	\$135.30
12.	10/30/2012	Telephone/Facsimile	Moldovan	Joseph	Charge for hosting conference call with Ind. Dir.	\$54.94
11.	11/2/2012	Telephone/Facsimile	Reid	Ivonne	Charge for hosting conference call with Ind. Dir.	\$24.60
12.	11/2/2012	Telephone/Facsimile	Connolly	Michael	Charge for hosting conference call with Ind. Dir.	\$210.74
13.	11/5/2012	Telephone/Facsimile	Moldovan	Joseph	Charge for hosting conference call with Ind. Dir.	\$33.62
14.	12/6/2012	Telephone/Facsimile	Moldovan	Joseph	Charge for hosting conference call with Ind. Dir.	\$82.00
15.	12/14/2012	Telephone/Facsimile	Siegel	Neil	Charge for hosting conference call with Ind. Dir.	\$101.68
16.	12/17/2012	Telephone/Facsimile	Moldovan	Joseph	Charge for hosting conference call with Ind. Dir.	\$84.46
17.	12/28/2012	Telephone/Facsimile	Connolly	Michael	Charge for hosting conference call with Ind. Dir.	\$128.74
					TOTAL	\$1,135.70

18.	9/10/2012	Photocopying	Rose	Deirdre	Photocopying-96 pages@ \$0.07 p/p	\$6.72
19.	9/10/2012	Photocopying	Rose	Deirdre	Photocopying- 2 pages@ \$0.07 p/p	\$0.14
20.	10/19/2012	Photocopying	Rivera	Tillson	Photocopying- 601 pages@ \$0.07 p/p	\$42.07
21.	11/5/2012	Photocopying	Murray	Tameka	Photocopying-494 pages@ \$0.07 p/p	\$34.58
22.	11/5/2012	Photocopying	Rose	Deirdre	Photocopying- 10 pages@ 0.07 p/p	\$0.70
23.	11/5/2012	Photocopying	Rose	Deirdre	Photocopying-2 page@ \$0.07 p/p	\$0.14
24.	11/13/2012	Photocopying	Wiatrak	Mariola	Photocopying- 8 pages@ \$0.07 p/p	\$0.56
25.	11/13/2012	Photocopying	Wiatrak	Mariola	Photocopying- 3 pages@ \$0.07 p/p	\$0.21
26.	11/14/2012	Photocopying	Wiatrak	Mariola	Photocopying-4 pages@ \$0.07 p/p	\$0.28
27.	11/15/2012	Photocopying	Piedra	David	Photocopying- 442 pages@ 0.07 p/p	\$30.94
28.	11/15/2012	Photocopying	Piedra	David	Photocopying- 2 pages@ 0.07 p/p	\$0.14
29.	11/21/2012	Photocopying	Rose	Deirdre	Photocopying-18 page@ \$0.07 p/p	\$1.26
30.	11/26/2012	Photocopying	Rose	Deirdre	Photocopying- 1 pages@ \$0.07 p/p	\$0.07
31.	12/6/2012	Photocopying	Wiatrak	Mariola	Photocopying- 70 pages@ \$0.07 p/p	\$4.90
32.	12/13/2012	Photocopying	Rivera	Tillson	Photocopying-202 pages@ \$0.07 p/p	\$14.14
33.	12/13/2012	Photocopying	Wiatrak	Mariola	Photocopying- 39 pages@ 0.07 p/p	\$2.73
34.	12/13/2012	Photocopying	Wiatrak	Mariola	Photocopying-3 pages@ \$0.07 p/p	\$0.21
35.	12/14/2012	Photocopying	Wiatrak	Mariola	Photocopying- 8 pages@ 0.07 p/p	\$0.56
36.	12/14/2012	Photocopying	Rivera	Louis	Photocopying- 313 pages@ 0.07 p/p	\$21.91
					TOTAL	\$162.26
37.	12/13/2012	Printing	Lerner	David	Printing-12 pages@ \$0.07 p/p	\$0.84
38.	12/13/2012	Printing	Lerner	David	Printing-25 pages@ \$0.07 p/p	\$1.75
					TOTAL	\$2.59
39.	9/5/2012	Postage/Courier Service	Murray	Tameka	First Class Postage	\$2.70
40.	11/6/2012	Postage/Courier Service	Rose	Deirdre	Federal Express	\$63.93
41.	12/14/2012	Postage/Courier Service	Wiatrak	Mariola	Federal Express	\$44.37
42.	12/14/2012	Postage/Courier Service	Wiatrak	Mariola	Federal Express	\$44.37
43.	12/17/2012	Postage/Courier Service	Dakis	Robert	Federal Express	\$16.17
					TOTAL	\$171.54
44.	12/13/2012	Court Services	Wiatrak	Mariola	Pacer access	\$841.10

45.	12/31/2012	Court Services	Wiatrak	Mariola	Pacer access	\$725.70
					TOTAL	\$1,566.80
46.	11/29/2012	Overtime	Reid	Ivonne	Overtime charge	\$168.13
47.	8/8/2012	Meals	Connolly	Michael	Lunch	\$18.85
48.	10/18/2012	Meals	Reid	Ivonne	Lunch for client	\$10.35
49.	11/6/2012	Meals	Dakis	Robert	Lunch with David Piedra at the meeting	\$39.63
50.	11/15/2012	Meals	Rose	Deirdre	David Piedra's lunch with Ted Smith	\$24.04
51.	7/25/2012	Meals	Connolly	Michael	Business Dinner with Joseph Moldovan, , Jack Levy and John Mack	\$80.00
52.	10/17/2012	Meals	Connolly	Michael	Business Dinner with Joseph Moldovan John Mack and David Piedra	\$80.00
53.	10/24/2012	Meals	Connolly	Michael	Business Dinner with Pam West, Ted Smith, John Mack, Jonathan Iliany, Tammy Hamzehpour and Joe Modlovan	\$140.00
					TOTAL	\$392.87
	9/10/2012	Messenger	Wiatrak	Mariola	Hand delivery of documents to Kramer Levin	\$17.50
	10/5/2012	Messenger	Dakis	Robert	Hand delivery of documents to Skadden Arps	\$17.50
	10/5/2012	Messenger	Dakis	Robert	Hand delivery of documents to Kirkland Ellis	\$17.50
	10/5/2012	Messenger	Dakis	Robert	Hand delivery of documents to Morrison Foerster	\$17.50
	10/5/2012	Messenger	Dakis	Robert	Hand delivery of documents to Office of US Trustee	\$17.50
	10/26/2012	Messenger	Dakis	Robert	Hand delivery of documents to Kramer Levin	\$17.50
	10/26/2012	Messenger	Dakis	Robert	Hand delivery of documents to Kramer Levin	\$80.00
	10/26/2012	Messenger	Dakis	Robert	Hand delivery of documents to Cleary Gottlieb	\$120.00
	10/26/2012	Messenger	Dakis	Robert	Hand delivery of documents to Morrison Foerster	\$100.00
	11/13/2012	Messenger	Wiatrak	Mariola	Hand delivery of documents to bankruptcy court	\$17.50
	10/14/2012	Messenger	Wiatrak	Mariola	Hand delivery of documents to bankruptcy court	\$57.00
	11/16/2012	Messenger	Wiatrak	Mariola	Hand delivery of documents to US Trustee	\$17.50
	11/16/2012	Messenger	Wiatrak	Mariola	Hand delivery of documents to Skadden Arps	\$17.50
	11/16/2012	Messenger	Wiatrak	Mariola	Hand delivery of documents to Kirkland Ellis	\$17.50

11/16/2012	Messenger	Wiatrak	Mariola	Hand delivery of documents to Morrison Foerster	\$17.50
11/16/2012	Messenger	Wiatrak	Mariola	Hand delivery of documents to Kramer Levin	\$17.50
11/16/2012	Messenger	Wiatrak	Mariola	Hand delivery of documents to US Trustee	\$17.50
11/19/2012	Messenger	Wiatrak	Mariola	Hand delivery of documents to US Trustee	\$17.50
11/19/2012	Messenger	Wiatrak	Mariola	Hand delivery of documents to US Trustee	\$17.50
				TOTAL	\$619.50
6/30/2012	Professional Fees	Reid	Jason	Hosting Monthly Data Storage/Monthly User Access/ESI Processing	\$1,288.26
8/31/2012	Professional Fees	Reid	Jason	Hosting Monthly Data Storage/Monthly User Access	\$494.56
9/30/2012	Professional Fees	Reid	Jason	Hosting Monthly Data Storage/Monthly User Access	\$494.56
10/31/2012	Professional Fees	Reid	Jason	Hosting Monthly Data Storage/Monthly User	\$2,438.47
11/20/2012	Professional Fees	Reid	Jason	Hosting Monthly Data Storage/Monthly User Access	\$752.87
				TOTAL	\$5,468.72
8/31/2012	Database Search			Lexis charges	\$243.06
11/30/2012	Database Search			Lexis charges	\$162.84
12/31/2012	Database Search			Lexis charges	\$1,744.70
				TOTAL	\$2,150.60

EXHIBIT E

<u>APPLICANT</u>	<u>DATE/DOCUMENT NO. OF APPLICATION</u>	<u>FEES REQUESTED</u>	<u>FEES AWARDED</u>	<u>EXPENSES REQUESTED</u>	<u>EXPENSES AWARDED</u>
Morrison Cohen LLP	March __, 2013, ECF No. ____	\$751,416.50		\$12,391.71	